

# Stonepeak Partners LP

## Stonepeak Brochure (Part 2A of Form ADV)

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*This brochure provides information about the qualifications and business practices of Stonepeak Partners LP (Stonepeak). If you have any questions about the contents of this brochure, please contact us at 212-907-5100 or at [information@stonepeak.com](mailto:information@stonepeak.com).*

*The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Additional information about Stonepeak is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## **Item 2 - Material Changes**

This brochure contains no material changes from Part 2A of the Adviser's last annual update to the Form ADV dated March 31, 2023. However, Item 10 has been updated to remove disclosure regarding a former relying adviser that has spun out of Stonepeak effective December 2023 (and accordingly such relying adviser's standalone brochure has been removed from Stonepeak's Form ADV). In addition, in July 2023 Stonepeak updated Item 4 and Item 10 to add disclosure regarding a minority investment in Stonepeak by Blue Owl's Strategic Capital platform, as well as updated Item 4 to reflect the addition of Stonepeak Advisors V LLC as a relying advisor.

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#### Item 4 - Advisory Business

Stonepeak Partners LP (“Adviser” or “Stonepeak”) is a limited partnership formed under the laws of Delaware. The Adviser and (i) Stonepeak Advisors LLC (“Stonepeak Advisor I”), Stonepeak Advisors II, LLC (“Stonepeak Advisor II”), Stonepeak Advisors III LLC (“Stonepeak Advisor III”), Stonepeak Advisors IV LLC (“Stonepeak Advisor IV”) and Stonepeak Advisors V LLC (collectively with Stonepeak Advisor I, Stonepeak Advisor II, Stonepeak Advisor III and Stonepeak Advisors IV, “Stonepeak Infrastructure”); (ii) Stonepeak Global Renewables Advisor LLC (“Stonepeak Renewables”); (iii) Stonepeak Asia Fund Advisors LLC (“Stonepeak Asia”); (iv) Stonepeak Core Fund Advisors LLC (“Stonepeak Core”); (v) Stonepeak Opportunities Fund Advisors LLC (“Stonepeak Opportunities”); (vi) Stonepeak Credit Advisors LLC (“Stonepeak Credit”); (vii) Stonepeak Digital Infrastructure Advisors LLC (“Stonepeak Digital Infra”); (viii) Stonepeak Real Estate Advisors LLC (“Stonepeak Real Estate”); (ix) Stonepeak Cologix Fund Advisors LLC, (x) Stonepeak Omni Advisors LLC and (xi) Stonepeak Zeno Advisors LLC, (xii) Stonepeak Advisors Holdings LLC (each, a “Relying Adviser” and collectively, the “Relying Advisers”, and together with the Adviser, the “Advisers” or the “Stonepeak Advisors”) collectively provide direct and indirect investment advisory services to private fund clients (each, a “Fund Client” or a “Stonepeak Fund” and collectively, the “Fund Clients” or the “Stonepeak Funds”). The Advisers also advise one or more separately managed accounts (each, an “SMA Client” and collectively, the “SMA Clients”). Where the context requires, references herein to “Fund Clients” and “Stonepeak Funds” will be deemed to include the applicable SMA Clients. As such, the Advisers are together filing a single Form ADV. Where the context requires, references herein to the “Adviser” will be deemed to include the applicable Relying Advisers.

Stonepeak has been in business since March 2011 and is under the direction of Mr. Michael Dorrell by virtue of his sole ownership of Stonepeak Partners LLC, the general partner of Stonepeak (“Stonepeak Partners GP”) and by virtue of his status as an indirect limited partner of Stonepeak. Mr. Dorrell, as Chairman, Chief Executive Officer and Co-Founder of Stonepeak, together with Mr. Jack Howell and Mr. Luke Taylor, as co-Chief Operating Officers of Stonepeak, are responsible for all day-to-day operations and management decisions of Stonepeak. Certain Stonepeak employees are also indirect limited partners of Stonepeak and entitled to a portion of its profits.

The Advisers provide investment advisory (discretionary) services exclusively for Fund Clients and operate mainly across the following segments:

(i) *Stonepeak Infrastructure*, which primarily focuses on privately negotiated, control and control-oriented large-scale core-plus / value-add equity investments in infrastructure categories (for both operating companies and assets) in North America using a broad variety of investment types and transaction structures.

(ii) *Stonepeak Renewables*, which primarily focuses on privately negotiated, control and control-oriented investments across the renewable energy sector, including, but not limited to, solar, wind, hydro, distributed energy and energy-storage projects in member countries of the Organization for Economic Co-operation and Development or any successor organization thereto (“OECD Countries”), Taiwan, and Hong Kong using a broad variety of investment types and transaction structures.

(iii) *Stonepeak Asia*, which primarily focuses on privately negotiated, control and control-oriented core-plus / value-add equity investments in infrastructure categories (for both operating companies and assets) in the Asia Pacific using a broad variety of investment types and transaction structures.

(iv) *Stonepeak Core*, which primarily focuses on a diversified core infrastructure private equity investment strategy in OECD Countries and select similarly developed markets using a broad variety of investment types and transaction structures.

(v) *Stonepeak Opportunities*, which primarily focuses on investments in middle-market companies in OECD Countries (with a strong focus on North America and Europe) within key focus sectors in which Stonepeak has significant experience and expertise – digital infrastructure, energy transition, transportation & logistics and social infrastructure – using a broad variety of investment types and transaction structures.

(vi) *Stonepeak Credit*, which primarily focuses on non-control secondary and originated bonds, loans, and other credit instruments, in each case in infrastructure investment categories.

(vii) *Stonepeak Digital Infra*, which primarily focuses on (i) privately-negotiated equity and equity-related investments in digital infrastructure primarily in OECD Countries and (ii) debt investments in digital infrastructure assets and businesses and related companies primarily in OECD Countries.

(viii) *Stonepeak Real Estate*, which primarily focuses on privately negotiated, control and control-oriented investments (taking into account its relevant target characteristics and investment limitations) in real estate investments that are primarily located in North America using a broad variety of investment types and transaction structures.

The services provided by the Advisers include: identification and evaluation of prospective investments for Fund Clients, negotiation and consummation of the acquisition and financing of debt and equity securities, monitoring, directing management teams of portfolio investments, providing strategic input to portfolio investments and performing administrative services for Fund Clients under an investment advisory agreement with each Fund Client. The Advisers work also alongside business executives who have been retained specially for their deep operating experience in infrastructure sectors relevant to the Advisers' investment thesis (the "Operating Partners") (see "Item 5 – Fees and Compensation" for more information on the Operating Partners) and network of contacts in an effort to generate off-market deal flow and conduct due diligence.

The Advisers provide investment advisory services to their Fund Clients pursuant to the terms of an investment advisory agreement with each Fund Client. Each investment advisory agreement tailors the advisory services provided to each Fund Client in a manner consistent with the investment objectives, limitations and manner of operation provided for in the private offering documentation and limited partnership agreement for the respective Fund Clients. These limitations often include:

- Diversification requirements: limitations are often placed on the aggregate percentage of capital commitments that may be invested in any one investment.

- Geographic limitations: limitations are often placed on the aggregate percentage of capital commitments that may be invested in certain geographic locations.
- Open market transactions: limitations are often placed on the aggregate percentage of capital commitments that may be used to purchase open market securities.
- Transactions with portfolio companies of other Fund Clients: limitations are often placed on the ability to acquire the debt of a portfolio company of another Fund Client.

The Adviser does not participate in wrap fee programs in providing portfolio management services.

Stonepeak has established separate investment committees for the Stonepeak Funds, and such investment committees are generally responsible for making all major investment decisions in respect of the Stonepeak Funds. Stonepeak has established, and may in the future continue to establish, one or more other committees and/or sub-committees with respect to a Stonepeak Fund's investment activities. For information related to the composition of a particular Stonepeak Fund's investment committee, please review that Stonepeak Fund's confidential private placement memorandum and Part 2B of Stonepeak's Form ADV.

TIAA-Stonepeak Investments II, LLC, a Delaware limited liability company ("TIAA Advisor Investor"), owns a minority interest of Stonepeak Advisors Holdings LLC, a Delaware limited liability company ("SAH") as a member thereof, a minority interest of Stonepeak GP Holdings LP, a Delaware limited partnership ("Stonepeak GP Holdings I"), as a limited partner thereof, a minority interest of Stonepeak GP Holdings II LP, a Delaware limited partnership ("Stonepeak GP Holdings II"), as a limited partner thereof and a minority interest of Stonepeak GP Holdings III LP, a Delaware limited partnership ("Stonepeak GP Holdings III" and, together with Stonepeak GP Holdings I and Stonepeak GP Holdings II, "Stonepeak GP Holdings") as a limited partner thereof. Stonepeak GP Holdings I is the sole member of the general partner of Stonepeak Fund I (as defined herein) ("Stonepeak GP I"). Stonepeak GP Holdings II is the sole member of the general partner of Stonepeak Fund II (as defined herein) ("Stonepeak GP II"). Stonepeak GP Holdings III is the sole member of the general partner of Stonepeak Fund III (as defined herein) ("Stonepeak GP III"). Through its interests in SAH, Stonepeak GP Holdings I, Stonepeak GP Holdings II and Stonepeak GP Holdings III, TIAA Advisor Investor has indirect interests in Stonepeak Advisors I, Stonepeak GP I, Stonepeak GP II and Stonepeak GP III, respectively. TIAA Advisor Investor has no ownership interest in Stonepeak or Stonepeak Partners GP. TIAA Advisor Investor is an affiliate of Teachers Insurance and Annuity Association, a stock life insurance company ("TIAA").

In addition, in November 2018, Stonepeak entered into a preferred equity financing transaction with certain private investment funds affiliated with Landmark Equity Advisors, LLC (collectively, "Landmark") pursuant to which Landmark is entitled to receive, indirectly vis-à-vis their limited partnership interests in Stonepeak Investment Holdings LP (the "SIH SPV"), a Delaware limited partnership controlled by an affiliate of the Adviser, repayment proceeds representing less than 10% of the management fee income from the Adviser and less than 25% of the carried interest with respect to each of Stonepeak Fund I, Stonepeak Fund II and Stonepeak Fund III, as well as proceeds from other investments (including, direct or indirect investments in

Stonepeak Funds) acquired by the SIH SPV with proceeds from the financing transaction (if any), until such time as the repayment and/or return conditions have been met pursuant to the terms of the governing documents of the SIH SPV.

Furthermore, on June 28, 2023, Stonepeak accepted a minority investment from investment vehicles managed by Blue Owl Capital Inc.'s GP Strategic Capital platform (formerly known as Dyal Capital) ("Blue Owl"), a capital provider for institutional alternative asset managers, pursuant to which Blue Owl is entitled to receive less than 15% of the fee income of the Adviser (including management fee income and other income generated from the acquisition, ongoing advisory and transaction fees received by the Adviser in connection with investments by its Fund Clients) and less than 15% of the carried interest with respect to each Fund Client. Blue Owl has no control over the day-to-day operations or investment decisions of Stonepeak as they relate to the Fund Clients, but does have certain customary minority protection rights.

Stonepeak and its relying advisers collectively manage assets on a discretionary basis in the amount of \$53,424,240,072 as of December 31, 2022. The Adviser does not manage any assets on a non-discretionary basis.

#### Stonepeak Capital Markets

Stonepeak launched (i) Stonepeak Capital Holdings LLC (f/k/a Stonepeak Finance Holdings LLC), a non-securities-related capital markets business affiliated with Stonepeak ("Stonepeak Financial"), the primary focus of which is to, among other things, arrange, place, underwrite, originate and syndicate loans, and a securities-related capital markets business, and (ii) Stonepeak Securities (as defined below) (together with Stonepeak Financial and certain affiliates thereof, "Stonepeak Capital Markets"), the primary focus of which is to, among other things, arrange, place, underwrite, originate and syndicate securities, including underwriting private offerings and participating in the underwriting syndicate for public offerings. Stonepeak Capital Markets also acts as an advisor to Stonepeak Funds and/or their respective portfolio companies in connection with facilitating mergers and acquisitions, financial restructurings, asset sales, divestitures and other business combination transactions. In conducting securities underwriting, Stonepeak Securities will generally act as an initial purchaser or placement agent on a best-efforts basis. Stonepeak Securities does not expect to act as the lead underwriter and in most instances would expect to join the underwriting syndicate at the invitation of the issuer or lead underwriter and engage on a passive basis. In connection with the foregoing, an affiliate of Stonepeak, Stonepeak Securities LLC ("Stonepeak Securities"), has received the approval of the SEC and Financial Industry Regulatory Authority ("FINRA") for broker-dealer registration and FINRA membership to engage in the foregoing services. Please see Item 10 for additional information regarding Stonepeak Capital Markets.

## **Item 5 - Fees and Compensation**

The following is a general description of the Adviser's approach with respect to fees and compensation. The Adviser's fees are calculated as a percentage of assets under advisement. Typically, management fees are payable quarterly by each Fund Client based on the applicable negotiated management fee percentage of each investor in the Fund Clients of both (x) aggregate capital commitments (during the applicable investment period defined by the limited partnership agreements of the Fund Clients (the "LP Agreements")) and (y) either (1) capital contributions for investments that have not been disposed of (after the applicable investment period), in the case of some Fund Clients, or (2) the fair market value of investments that have not been disposed of (after the applicable investment period), in the case of other Fund Clients. However, in the case of some Fund Clients, management fees are based on (i) the Fund Client's net asset value, (ii) capital contributions to the Fund Client for investments that have not been disposed of, or (iii) capital contributions to the Fund Client for equity investments and the net investment amount for debt investments. The Adviser charges management fees to some Fund Clients in advance and other Fund Clients in arrears.

The management fees are negotiated with the investors of each Fund Client, and are subject to waiver or reduction by the Adviser at its sole discretion, both voluntarily and on a negotiated basis with selected investors via side letter and other arrangements, which will typically, except as otherwise agreed to with an investor, not be disclosed to all other investors in the same Fund Client. Fees will often differ from one Fund Client to another, as well as among investors in the same Fund Client. The fee structures described above may be modified from time to time. In certain cases, the rate of management fees payable by an investor in a Fund Client will be lower based on the size of the investment in the Fund Client made by the investor if investment commitments meet certain size-based fee reduction qualifications or other characteristics such as if an investor participates prior to a specified closing of such Fund Client. Management fees generally are either withheld from distributions or funded from capital calls by each Fund Client and its investors and deducted directly from the Fund Clients' investor accounts, and paid to the Adviser quarterly in advance, in the case of some Fund Clients, or in arrears, in the case of certain other Fund Clients.

In addition, Stonepeak has entered, and it can be expected that Stonepeak in the future will enter, into certain arrangements with investors (and/or one or more of their affiliates) that involve an overall relationship with Stonepeak that could (but is not required to) incorporate one or more existing or future strategies (including, but not limited to, a different sector and/or geographical focus within the same or a different business unit) in addition to the Fund Clients' strategies. Such an arrangement often involves (but is not required to involve) an investor agreeing to make a capital commitment to multiple Stonepeak Funds, one of which may be a Fund Client. Investors will not receive a copy of any agreement memorializing such an arrangement (even if in the form of a side letter) and will be unable to elect in the "most-favored nations" election process any such rights or benefits afforded through such arrangement. Specific examples of such additional rights and benefits include, among others, specialized reporting, discounts or reductions on and/or reimbursements or rebates of management fees or carried interest, targeted amounts for co-investments alongside Stonepeak vehicles (including, without limitation, preferential or favorable allocation of co-investment, and preferential terms and conditions related to co-investment or other participation in Stonepeak vehicles (including any carried interest and/or management fees to be charged with respect thereto, as well as any additional discounts, reductions, reimbursements or



rebates thereof or other penalties that would result if certain target co-investment allocations or other conditions under such arrangements are not achieved)).

Generally, the Adviser's Fund Clients (and, indirectly, the investors in such Fund Clients) bear all the costs of operating their fund(s). The third party and Adviser out-of-pocket costs of identifying and evaluating possible investments, acquiring or selling investments, and investment bank and broken deal fees and expenses as well as general organizational expenses, placement fees and other Fund Client expenses (to the extent the Adviser pays or otherwise advances any such amounts on a Fund Client's behalf), are charged to the Fund Client and billed and allocated to investors by the Fund Client on a pro-rata basis based on each investor's committed capital. Subject to certain exceptions, co-investment vehicles generally do not bear their share of broken deal fees and expenses (such as reverse termination fees, forfeited deposits, extraordinary expenses such as litigation costs and judgments and other expenses) for unconsummated transactions and such fees will be paid by the Fund Clients. The costs and expenses of travel, meals, entertainment, lodging and related expenses in connection with sourcing, diligencing, investigating and/or monitoring prospective or actual transactions, as well as a Fund Client's investment activities, including airfare (whether private charter, first class, and/or business class) or ground transportation (including private premium rental cars) are borne by the relevant Fund Client(s) and can be substantial. In connection with certain business expenses borne by the Fund Clients, Stonepeak employees earn perquisites like airline or rental company "miles" or "points" or credit in loyalty/status programs (including credit card points), and such perquisites or their fair value amounts are not shared with or credited to the Fund Clients.

Costs and expenses generated by the operation of the Stonepeak Funds are borne by Fund Clients (and indirectly by the investors in such Fund Clients) as more fully described in each Fund Client's organizational documents and offering materials and generally include, without limitation, all fees, costs and expenses directly related to the purchase, monitoring (including with respect to ESG (as defined below), cyber security, anti-corruption and other similar functions), and sale of securities, expenses for and/or relating to custodians, bookkeeping, legal counsel, accountants, administrators, auditors, paying agents, depositaries, advisors (including tax advisors and senior advisors), deal finders, consultants, brokers, agents, valuation firms, operating partners and other third-party professionals, brokerage commissions, any insurance, indemnity, litigation or arbitration expense including, without limitation, settlements of claims (whether involving alleged wrongdoing or otherwise) and payment of advisers in connection with litigation involving investment or other activities of a Fund Client), charitable contributions (whether paid directly or indirectly to a charity or for the benefit of a charitable purpose), or the costs and expenses of any lenders, investment banks, and other financing sources or guarantees, expenses of any limited partner advisory committee (if any) of each Stonepeak Fund, any third-party advisory committees of a Fund Client formed by its general partner, any out-of-pocket expenses relating to administrative, accounting, technology and/or technology related services (including licensing and maintenance fees and the costs of developing, implementing and maintaining computer software and hardware and other technological systems for the benefit of a Fund Client) or incurred in connection with each Stonepeak Fund's legal, administrative, and regulatory compliance with U.S. federal, state, local, non-U.S., or other laws and regulations (including without limitation, expenses and other charges allocated or relating to such Stonepeak Fund's activities (including the preparation and filing of Form PF or other reports to be filed with the U.S. Commodity Futures Trading Commission, Section 16 filings, Schedule 13D filings, Schedule 13G filings, Form 13F

and Form 13H to be filed with the U.S. Securities and Exchange Commission, lobbyist registration and reports, notices or disclosures, filings and notifications prepared in connection with the laws and/or regulations of jurisdictions in which a Stonepeak Fund engages in activities, including any notices, reports and/or filings in compliance with the enabling legislation published in the Cayman Islands or required in accordance with the Directive 2011/61/EU of the European Parliament and of the European Council of 8 June 2011 on Alternative Investment Fund Managers, as amended, the European Union Sustainable Finance Disclosure Regulation and any other applicable legislation or regulations related to the European Commission's Action Plan on Financing Sustainable Growth and/or any related regulations and any other comparable legislation or regulations published by another relevant jurisdiction (including fees, costs and expenses incurred in connection with the diligencing, establishment, implementation, assessment, attestation, monitoring and/or measurement of the ESG-related programs and initiatives with respect to the Stonepeak Funds (including all fees, costs and expenses incurred in connection with tracking tools, engineering, land, seismic, geographical or geological reporting tools, climate risk and resiliency assessments, greenhouse gas emissions assessments and reduction evaluations, ESG metrics assessments, diversity and inclusion assessments, and any other such assessments, measurements, advice, verification, assurance or reports prepared on, conducted as part of implementing, monitoring, standardizing, disclosing and maintaining such programs, to the extent implemented), and other regulatory filings of the Adviser and its affiliates relating to the Stonepeak Funds' activities, but excluding regulatory expenses of the Adviser related to registering and maintaining its registration under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and compliance expenses of the Adviser thereunder (other than those incurred in connection with regulatory filings relating to a Stonepeak Fund's activities) and expenses of site visits, investigations or proceedings under the Advisers Act)) and any taxes, fees, or other governmental charges levied against the Stonepeak Funds, the cost of borrowings, guarantees, and other financing (including interest, fees and related legal expenses), any costs and expenses arising from any foreign exchange or other currency transactions, fees, costs and expenses related to the organization or maintenance of any intermediate entity or other person used to acquire, hold or dispose of any one or more investment(s) (i.e., such entity is part of the investment structure), including without limitation any travel and accommodation expenses related to such intermediate entity and the salary and benefits of any personnel (including personnel of the Adviser or its affiliates) reasonably necessary and/or advisable for the maintenance and operation of such entity, or other overhead expenses in connection therewith, expenses associated with a Stonepeak Fund's compliance with applicable laws and regulations, expenses associated with auditing, research, reporting and technology, news and quotation equipment and services (including other notices and communications) and technology, including preparation of financial statements, tax returns, K-1s and other communications or notices relating to the applicable Stonepeak Fund, expenses of market data and research utilized in connection with specific proposed or actual investments, printing and publishing expenses, expenses of loan servicers, loan administrators or other third party service providers, expenses incurred with third parties associated with the development, negotiation, acquisition, obtaining regulatory approval for, settling, holding, monitoring and disposition of investments (including, without limitation, any sourcing, brokerage, custody, or hedging costs and travel (including any expenses related to attending trade association and/or industry meetings, conferences or similar meetings, or visits or meetings with one or more companies or company executives in which a Fund Client may invest), travel-related communications and other related expenses in connection with a Fund Client's investment

activities inclusive of research-related and data collection expenses, such as market data and research utilized in connection with a Fund Client's investment activities), expenses of any arbitration pursuant to the terms of the governing documents of the applicable Fund Client (to the extent borne by such Fund Client as provided thereunder), the costs and expenses of insurance (including title insurance), bank fees, expenses of starting-up, terminating, winding up and liquidating and ultimately dissolving a Fund Client, the costs and expenses of any litigation, settlement or extraordinary expense or liability involving a Fund Client or any person in which a Fund Client holds an investment (directly or indirectly) or otherwise relating to such investment and the amount of any judgments, fines, remediation or settlements paid in connection therewith, expenses related to annual meetings of investors and investor reporting and costs and expenses of administering side letters entered into with investors (including customized reporting provisions and the process of distributing and implementing applicable elections pursuant to any "most-favored-nations" clauses in side letters); out-of-pocket expenses incurred in connection with any amendments to the governing documents of a Fund Client; any transfer of interests (to the extent not reimbursed by the parties to any such transfer); any expenses associated with redemptions and admissions on an ongoing basis of investors with regard to certain Fund Clients; to the extent not paid by any Stonepeak feeder fund or its partners, the fees, costs and expenses of such Stonepeak feeder funds (which fees, costs and expenses may be specially allocated to such Stonepeak feeder funds), including fees, costs and expenses as described in the applicable limited partnership agreement of a Fund Client applicable to such Stonepeak feeder fund, first class lodging, ground transportation, travel and premium meals (including, as applicable, closing dinners and mementos, cars and meals (outside normal business hours), and social and entertainment events with portfolio entity management, customers, clients, borrowers, brokers and service providers) and related costs and/or expenses incidental thereto. In addition, each Fund Client will bear its pro rata share of the Stonepeak Funds' and the Adviser's organization and startup expenses as provided in the applicable LP Agreement, including, without limitation, legal, accounting, filing, capital raising, and other organization expenses. Such organization expenses also include airfare (whether private charter, first class, and/or business class), which can be substantial. Furthermore, placement fees will be funded by the Fund Clients, but such placement fees are applied to reduce the management fees otherwise payable to the Adviser.

In addition, subject to certain limitations set forth in the governing document of the SIH SPV (the "SIH SPV LPA"), the SIH SPV (and its limited partners) is also required to bear all SIH SPV expenses which are not ordinary-course internal operating expenses and office overhead expenses of its general partner required to be paid by such general partner pursuant to the SIH SPV LPA, including, but not by way of limitation, interest on borrowed money, third-party valuation and/or appraisal fees, brokerage fees, finders fees, investment banking fees, reasonable legal fees, any obligation to indemnify certain persons pursuant to the SIH SPV LPA, the premium for insurance coverage detailed in the SIH SPV LPA, audit fees and accounting fees and expenses, fees and expenses incurred in connection with the maintenance of a registered office and agent in the State of Delaware, taxes and other governmental charges applicable to the SIH SPV on account of its existence and/or operating fees, fees incurred in connection with the maintenance of bank of custodian accounts and fees, and expenses associated with the preparation of the SIH SPV's financial statements and other reports contemplated by the SIH SPV LPA, tax estimates, tax returns and tax statements; to the extent not reimbursed by a prospective portfolio company, all out-of-pocket costs and expenses, if any, incurred by or on behalf of the SIH SPV in developing,

negotiating and structuring prospective or potential investments that are not actually made, and extraordinary partnership expenses.

The Adviser earns or anticipates earning in the future from portfolio companies (whether held by a Fund Client and/or co-investors, as described below) break-up, topping, director and organization, commitment, financing, transaction, divestment, monitoring, asset management and other similar fees for closing, monitoring transactions and other types of activities in the conduct of its administration services provided to the Fund Clients and from unconsummated transactions; each Fund Client's pro rata share of such fees is generally credited 100% against the limited partners' share of the management fees due from such Fund Client (to the extent such limited partners pay management fees, otherwise the Adviser retains such amounts without credit).

Typically, the applicable LP Agreement will provide for a more comprehensive and more precise description of fees, expenses and funding mechanics, treatment and/or limitations involving possible co-investment opportunities and the allocation thereof to Fund Clients and non-clients, which will be negotiated between the Adviser and its Fund Clients on a case-by-case basis (and the description of fees and expenses herein is subject to the terms of the applicable LP Agreements). Prospective and existing investors in the Fund Clients are advised to review such provisions in the applicable Fund Client's LP Agreement. Except as otherwise provided in the relevant Fund Client's offering and governing documents, prospective investors investing after the initial Fund closing will be responsible for their pro rata share of Fund Client expenses incurred prior to the second, or subsequent closings, as applicable.

From time to time, the Adviser will invite investors in Fund Clients or non-clients to co-invest in a particular portfolio company or other investment (typically to manage a Fund Client's concentration in a specific investment or capital allocation strategy). Co-investment fees realized by the Adviser and the costs that the co-investor bears, including the extent to which a co-investor would share in any broken-deal costs, are negotiated by the Adviser on a case-by-case basis. These activities create a possible conflict of interest as the Adviser will receive fees in some cases that are not credited against management fees of the Fund Client. This will also typically result in the Fund Clients bearing all such broken-deal costs. In addition, co-investment fees payable by the Advisers with respect to co-investment vehicles are generally as high as half of that received with respect to Fund Clients and as low as zero. However, certain co-investment vehicles, including those that invest alongside multiple Stonepeak funds and which may be dedicated or "standing" co-investment vehicles, have different economic arrangements (e.g., management fees and carried interest, if any) and include investment strategies in respect of investments that are not made alongside a Stonepeak Fund and will be allocated such investments subject to and in accordance with the governing documents of the Fund Clients and Stonepeak's allocation policy.

It is expected that Stonepeak Securities will conduct Stonepeak's securities-related capital markets functions and Stonepeak Financial will continue to conduct Stonepeak's non-securities-related capital markets functions as more fully described in Item 4 above. Furthermore, subject to the terms of the applicable LP Agreements of the Fund Clients, fees earned by Stonepeak Capital Markets (which includes Stonepeak Securities, Stonepeak Financial, and certain of their respective affiliates) for conducting financial services, structuring, offering, placement, financing, capital markets advisory, credit advisory, turnaround, workout, underwriting, solicitation, currency, hedging, loan agent, loan servicing, rating advisory, or other similar business as a broker, dealer, distributor, syndicator, arranger or originator of securities or loans, or any similar capital markets related activity will not be subject to any management fee offset (any fees related to the above, the

“Stonepeak Capital Markets Fees”). Such fees are expected to be in the form of success fees, transaction-based compensation, spreads or other fees in connection with the services described in Item 4 above under the heading “Stonepeak Capital Markets.”

Stonepeak Capital Markets may manage or otherwise participate in underwriting syndicates and/or selling groups with respect to the securities and/or loans and debt instruments of portfolio companies and other non-controlled entities in or through which certain Fund Clients invest, but also in respect of securities or other instruments of such portfolio companies in which such Fund Clients have not invested. Stonepeak Capital Markets will also manage or otherwise participate in underwriting syndicates and/or selling groups with respect to securities and/or loans and other instruments held directly or indirectly by certain co-investment vehicles. Further, Stonepeak Capital Markets will be involved in the public offering or private placement of such securities and/or loans and other instruments, and/or sometimes provide capital markets and/or credit advisory services to portfolio companies and other non-controlled entities in or through which Fund Clients invest, including in connection with mergers, acquisitions, and restructurings, and will alone, or with other counterparties, provide acquisition financing, lines of credit and other corporate lending or financing products and services to such entities in addition to financing provided through a Fund Client’s investment. In addition, certain of Stonepeak’s advisory professionals will be involved in such activities of Stonepeak Capital Markets, and their activities are expected to give rise to Stonepeak Capital Markets Fees that, subject to the terms of the applicable LP Agreements, are not subject to any management fee offset, even though such persons are involved in investment-related activities on behalf of one or more Fund Clients. In addition, Stonepeak Capital Markets Fees attributable to co-investors or Stonepeak-sponsored or other co-investment vehicles and any fees, costs and expenses of Stonepeak Capital Markets in connection with the provision of the services described in Items 4 and 10 that are eligible to be treated as expenses of Fund Clients will not be subject to a management fee offset. It should be noted, however, that pursuant to the terms of the LP Agreements, any such Stonepeak Capital Markets Fees are required to be on arms’ length basis.

In light of the foregoing, the establishment of Stonepeak Capital Markets will generally increase the amount of management fees borne by the applicable Fund Clients.

Except in limited instances, management fees are non-refundable.

Stonepeak may determine in the future to provide certain Fund Clients and their portfolio companies from time to time with services and support, including, but not limited to (i) to the extent not paid by a Fund Client portfolio company, any fees, costs and expenses of Stonepeak Capital Markets in connection with the provision of services described in Items 4 and 10 to a Fund Client or any investments thereof and (ii) in-house administrative, accounting (including tax services (e.g., tax compliance, tax oversight and tax structuring)), legal, hedging and currency management and transfer pricing services to any Fund Client and/or portfolio companies. Although the Stonepeak personnel that provide such services are employees of the general partner of a Fund Client or its affiliates, expenses and fees charged or specifically attributed or allocated by Stonepeak to provide such services, and expenses, charges and/or related costs incurred by such Fund Client, its parallel vehicles, the Stonepeak Advisors or their affiliates in connection with the provision of such services to such Fund Client and/or its portfolio companies, including, without limitation, compensation and other overhead allocable to such services, will, subject to the terms

of the applicable LP Agreement of such Fund Client, be borne by such Fund Client to the extent not paid by its portfolio company or Stonepeak; provided, that Stonepeak determines in good faith that any such fees, costs and expenses are not greater than what would be paid to an unaffiliated third party for substantially similar services. In addition, such amounts will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by Stonepeak, be subject to the management fee offset provisions of the LP Agreements.

Finally, the Adviser and its affiliates also engage and retain strategic advisors, senior advisors, consultants, Operating Partners, industry experts, industrial specialists, joint venture and/or other partners and professionals (including, potentially, former Stonepeak employees as well as current and former executive officers of Stonepeak portfolio companies) (collectively, “Consultants”) who are not employees or affiliates of Stonepeak, SAH and Stonepeak Advisors and who will, from time to time, receive payments from, or allocations with respect to, portfolio companies (including, among other things, net transaction fees). The nature of the relationship with each of the Consultants and the amount of time devoted or required to be devoted by them varies considerably. In certain cases, they provide the Fund Clients and/or the Adviser with industry-specific insights and feedback on investment themes, assist in transaction origination, sourcing or due diligence, make introductions to and provide reference checks on management teams. In other cases, they take on more extensive roles and serve as executives or directors on the boards of portfolio companies or contribute to the identification and origination of new investment opportunities. Stonepeak Funds may rely on these Consultants to recommend Stonepeak and a Stonepeak Fund as a preferred investment partner but there is no assurance that any such Consultant will continue to be involved with Stonepeak and/or a Stonepeak Fund for any length of time.

In most instances, Stonepeak has formal arrangements with these Consultants, but on occasion the relationships are more informal. In certain cases, Consultants have attributes of Stonepeak “employees” (e.g., they may have dedicated offices at Stonepeak, receive administrative support from Stonepeak personnel, participate in general meetings and events for Stonepeak personnel or on Stonepeak matters as their primary or sole business activity, have Stonepeak-related e-mail addresses or business cards and participate in certain benefit arrangements typically reserved for Stonepeak employees), even though they are not Stonepeak employees, affiliates or personnel for purposes of the governing documents of the Stonepeak Funds, and their salary and related expenses are paid by the Stonepeak Funds as partnership expenses or by portfolio companies without any reduction or offset to management fees. Some Consultants work only for a Stonepeak Fund and its portfolio companies, while others may have other clients. Consultants could have conflicts of interest between their work for a Stonepeak Fund and its portfolio companies, on the one hand, and themselves or other clients, on the other hand, and Stonepeak is limited in its ability to monitor and mitigate these conflicts

These Consultants are typically compensated (e.g., by receiving promote, net transaction fees, retainers, expense reimbursements, equity interests, etc.) from Stonepeak, Fund Clients and/or portfolio companies, though in certain circumstances they will remain uncompensated unless and until an engagement with a portfolio company develops. In such circumstances, such payments from, or allocations with respect to, portfolio companies and/or the Fund Clients will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by Stonepeak, be deemed paid to or received by Stonepeak and such amounts will not be subject to the offset provisions as described above. While receiving the foregoing compensation, these

Consultants may also receive direct compensation from portfolio companies in the form of salary, bonuses, director fees or equity-based compensation, and such compensation will also not be subject to the offset provisions as described above. These Consultants often have the right or are offered the ability to co-invest alongside the Fund Clients subject to reduced or waived management fees, carried interest and/or transaction fees, including in those investments in which they are involved, or otherwise participate in equity plans for management of any such portfolio company. There can be no assurance that any of the Consultants will continue to serve in such roles and/or continue their arrangements with Stonepeak and/or any portfolio companies throughout the terms of Funds. From time to time, Stonepeak adds additional Consultants who were not acting as such, and thus were not named in offering documents, at the time of a Fund Client's offering.

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

The Adviser does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the managed assets); however, the Adviser is affiliated with the general partners of its Fund Clients, which generally receive performance-based distributions or allocations (“Carry”). In addition, except as described above in Item 5, with respect to co-investment vehicles, general partners generally receive Carry at a rate as high as half of the rate of the Carry with respect to the Fund Clients (other than Stonepeak Credit Fund I (as defined below)) and as low as zero. None of the general partners of the Fund Clients receive Carry with respect to Stonepeak Credit Fund I.

The receipt of Carry presents a perceived conflict of interest and gives the Adviser and its supervised persons an incentive to recommend certain investments or the timing of exits to maximize capital gains, and to propose or make more speculative investments on behalf of those Fund Clients than it would otherwise make in the absence of such performance-based compensation. With respect to many Fund Clients and, in certain instances, their respective co-investment vehicles, this risk is generally mitigated by the investment by certain of the owners of the relevant general partner (or an affiliate thereof) of a significant portion of their individual liquid net worth pro rata with such Fund Client’s investments and the Fund Client’s receipt of a preferred return of fund profits, the amount of which includes all fund expenses (including management fees).

In addition, in allocating investment opportunities, there could be incentives to favor Fund Clients with higher potential performance fees or Carry over Fund Clients with lower or no potential performance fees or Carry. As noted in Item 10 – “Other Financial Industry Activities and Affiliations,” there could also be incentives to favor the SIH SPV.

The Adviser has instituted an allocation policy to mitigate those conflicts. In particular, to seek to reduce the effect of such incentives, the Adviser has adopted a written investment allocation policy pursuant to which it seeks to allocate investment opportunities among Fund Clients and/or the SIH SPV in a fair and equitable manner, taking into account, among other factors, the size, investment objectives, acceptable risk levels, return targets, permissible asset classes, preferred asset classes and liquidity requirements of each Fund Client and/or the SIH SPV. This policy prohibits the allocation of investment opportunities based solely on anticipated compensation or profits to the Adviser or any of its affiliates or professionals and requires the review and approval of the relevant investment committees (comprised of senior Stonepeak personnel) for allocations of opportunities that may be appropriate for multiple Fund Clients and/or the SIH SPV. Each Fund Client and/or the SIH SPV typically has its own investment guidelines, governing agreements, and asset class focus that must be considered when making investment allocation determinations. See “Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” for additional information.

To the extent an investment opportunity is appropriate for more than one Fund Client and/or the SIH SPV, such investment opportunity will be allocated among such Fund Clients and/or the SIH SPV by the general partners of the Fund Clients (the “Stonepeak GPs”) on a basis that they believe in good faith to be fair and reasonable, taking into account, as applicable, the sourcing of the transaction, the nature of the investment focus of each such other vehicle, the relative amounts of



capital available for investment, the terms of such Fund Clients' and/or the SIH SPV's governing documents and legal, tax, regulatory, accounting and other similar considerations deemed relevant by the Stonepeak GPs in good faith. Furthermore, with respect to each Stonepeak closed-end, blind-pool private equity fund, the applicable Stonepeak GPs or their affiliates will not close any pooled investment fund and/or separate or managed account, in each case, having a substantially similar investment objective as such Fund Client (other than a parallel fund, feeder vehicle, any alternative investment vehicles and any co-investment vehicle of such Fund Client) (any such pooled investment fund and/or separate or managed account, a "Similar Fund") until at least 75% of the capital commitments to such Fund Client have been invested, committed or reserved in investments, or until the end of the investment period. Any Similar Fund closed on or prior to the expiration of such Fund Client's investment period will invest in investments alongside the applicable Fund Client until the expiration of such Fund Client's investment period on the same terms and conditions in all material respects, with amounts for investment allocated between the applicable Fund Client and the Similar Fund on a basis that the Stonepeak GPs believe in good faith to be fair and reasonable, unless (i) the advisory committee of the applicable Fund Client consents, (ii) the investment by the applicable Fund Client is legally or contractually prohibited or (iii) as a result of the application of any law, regulation or governmental order, the investment could have a material adverse effect on the applicable Fund Client, the Stonepeak GPs or any of their affiliates. In addition, there is some overlap in the investment types permitted by the various Fund Clients. If the investment committee of more than one Fund Client approves a potential investment, Stonepeak will allocate the investment opportunity in accordance with its allocation policy and procedures. See "Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" for additional information.

## **Item 7 - Types of Clients**

The Advisers currently provide investment advisory services to the Stonepeak Funds. Investment advice is provided directly to the Stonepeak Funds and not individually to investors in such Stonepeak Funds. The Advisers may, in the future, advise additional Stonepeak Funds and/or related co-investment vehicles, and additional relying advisors may be formed in the future to advise other new Fund Clients.

Interests in the Stonepeak Funds are offered pursuant to applicable exemptions from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and the U.S. Investment Company Act of 1940, as amended (the “1940 Act”). Investors in the Funds are generally (i) an “accredited investor” as defined in Regulation D under the Securities Act, and (ii) a “qualified purchaser” as defined in Section 2(a)(51) of the 1940 Act and/or meet other suitability requirements (including, in some circumstances, a person that is not a U.S. person as defined in Regulation S under the Securities Act), and include, among others, high net worth individuals, banks, thrift institutions, pension and profit sharing plans, government owned investment companies, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies, or other entities.

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

### Methods of Analysis

Stonepeak uses a range of methods to identify, analyze, and assess potential and existing investment opportunities. Generally, analytical methods used by the investment team can include gain/loss forecast models, cash-flow models, other financial modeling and simulation, risk sensitivity analysis, fundamental, technical, and cyclical analysis. The Adviser often employs specialist consultants to evaluate resource forecasts for investments.

### Investment Strategies – Stonepeak Infrastructure Funds

The “Stonepeak Infrastructure Funds” include Stonepeak Infrastructure Fund LP, a Delaware limited partnership (“Stonepeak Fund I”), Stonepeak Infrastructure Fund II LP, a Delaware limited partnership (“Stonepeak Fund II”), Stonepeak Infrastructure Fund III LP, a Delaware limited partnership (“Stonepeak Fund III”), Stonepeak Infrastructure Fund IV LP, a Delaware limited partnership, and Stonepeak Infrastructure Fund IV (Lux) SCSp, a Luxembourg special limited partnership (together with Stonepeak Infrastructure Fund IV LP, “Stonepeak Fund IV”).

With respect to the Stonepeak Infrastructure Funds and any related co-investment vehicles, the Adviser seeks to pursue an investment strategy seeking high-quality, low-risk infrastructure investments across the transportation & logistics, power & utilities, midstream energy, water, and communications infrastructure sectors, and with a primary focus on the North American market. The Adviser primarily makes privately negotiated equity and equity-related investments in controlling and control-oriented interests in infrastructure assets and businesses primarily located in the United States and Canada.

An investment committee of Stonepeak senior investment professionals oversees the investment decisions for the Stonepeak Infrastructure Funds. The investment committee reviews criteria such as projected cash flows, risk profile, operational risk, structural protections and entry valuation. The investment committee also reviews general economic and market conditions, political events, industry trends, and management initiatives. The Adviser closely monitors investments through regular meetings and communication with management teams of portfolio companies and through various forms of portfolio company reporting.

With respect to Stonepeak Core Fund (A) LP, a Delaware limited partnership, Stonepeak Core Fund (B) LP, a Delaware limited partnership, Stonepeak Core Fund (C) LP, a Delaware limited partnership, and Stonepeak Core Fund (Lux) SCSp, a Luxembourg special limited partnership (collectively, the “Core Fund”), and any related co-investment vehicles, the Adviser seeks to invest primarily in privately-negotiated equity and equity-related investments in infrastructure and infrastructure-related projects, businesses and assets within the “core” investment space and principally located in OECD Countries and other select similarly developed markets. The Core Fund seeks to invest in infrastructure assets that generally have a lower risk/return profile than the “opportunistic” or “core-plus” infrastructure investments typically made by other infrastructure-focused Fund Clients. An investment committee of Stonepeak senior professionals oversees the investment decisions for the Core Fund. The investment committee reviews criteria such as projected cash flows, risk profile, operational risk, structural protections and entry valuation. The

investment committee also reviews general economic and market conditions, political events, industry trends, and management initiatives. The Adviser closely monitors investments through regular meetings and communication with management teams of portfolio companies and through various forms of portfolio company reporting.

With respect to Stonepeak Opportunities Fund LP, a Delaware limited partnership, and Stonepeak Opportunities Fund (Lux) SCSp, a Luxembourg special limited partnership (collectively, the “Opportunities Fund”), and any related co-investment vehicles, the Adviser seeks to invest primarily in privately-negotiated equity and equity-related control or control-oriented investment opportunities in infrastructure and infrastructure-related projects, businesses and assets that are subject to less market competition by virtue of investment size (e.g., middle-market investments), complexity (e.g., as a result of transaction structuring or underlying business complexity), or the overlooked nature of certain niche assets or businesses by the broader infrastructure market. The Opportunities Fund primary focuses on making investments in OECD Countries, with a strong focus on North America and Europe. An investment committee of Stonepeak senior professionals oversees the investment decisions for the Opportunities Fund. The investment committee reviews criteria such as projected cash flows, risk profile, operational risk, structural protections and entry valuation. The investment committee also reviews general economic and market conditions, political events, industry trends, and management initiatives. The Adviser closely monitors investments through regular meetings and communication with management teams of portfolio companies and through various forms of portfolio company reporting.

#### Investment Strategies – Credit Funds

With respect to Stonepeak Infrastructure Credit Fund I LP, a Delaware limited partnership, (“Stonepeak Credit Fund I”), and any related co-investment vehicles, the Adviser focuses on what it considers to be lower-risk infrastructure investments in the North American market. Stonepeak expects to make investments in secondary and originated bonds, loans, and other credit instruments, secondary and originated preferred equity securities, and other forms of structured equity securities in the infrastructure sectors including midstream energy, communications infrastructure, transport, renewable energy, power / utilities and water located primarily in North America. Such investments may take on many forms, including, but not limited to secured, unsecured, junior subordinated and convertible debt, credit derivatives, preferred stock, structured equity and/or any combination thereof. An investment committee of Stonepeak senior investment professionals oversees the investment decisions for Stonepeak Credit Fund I. The investment committee reviews company-specific criteria such as asset value, forecasted cash flows and company liquidity, in addition to credit-specific factors such as trading, liquidity, interest rate exposure and compliance with the conditions of the Fund Clients’ LP Agreements (such as concentration limitations, collateral quality and collateral obligations). The investment committee also reviews general economic and market conditions, political events, industry trends and changes in interest rates. The Adviser closely monitors investments through regular meetings and communication with management and equity sponsors. The Adviser also conducts internal ongoing reviews of individual credits, market activity and the current trading environment.

### Investment Strategies – Renewables Fund

With respect to Stonepeak Global Renewables Fund LP, a Cayman Islands exempted limited partnership, and Stonepeak Global Renewables Fund (Lux) SCSp, a Luxembourg special limited partnership (collectively, the “Stonepeak Renewables Fund”), and any related co-investment vehicles, the Adviser seeks to pursue an investment strategy with a focus on stable, long-lived, contracted, renewable energy projects. The Adviser primarily makes privately-negotiated equity and equity-related investments in projects, assets and businesses across the renewable energy sector, including, but not limited to, solar, wind, hydro, distributed energy and energy-storage projects. While the Stonepeak Renewables Fund has a global investment mandate, it primarily targets investments located in countries that are members of the Organization for Economic Co-operation and Development and that are in other select similarly developed markets.

An investment committee of Stonepeak senior investment professionals oversees the investment decisions for the Stonepeak Renewables Fund. The investment committee reviews criteria such as projected cash flows, risk profile, operational risk, structural protections and entry valuation. The investment committee also reviews general economic and market conditions, political events, industry trends, and management initiatives. The Adviser closely monitors investments through regular meetings and communication with management teams of portfolio companies and through various forms of portfolio company reporting.

### Investment Strategies – Asia Fund

With respect to the Stonepeak Asia Infrastructure Fund LP, a Cayman Islands exempted limited partnership, and Stonepeak Asia Infrastructure Fund (Lux) SCSp, a Luxembourg special limited partnership (collectively, the “Stonepeak Asia Fund”), and any related co-investment vehicles, the Adviser seeks to pursue an infrastructure investment strategy with a focus on the communications, transportation and logistics, and energy transition sectors across the Asia Pacific region. The Adviser seeks to invest primarily in privately-negotiated control and control-oriented equity and equity-related investments in controlling interests (or, in interests in which Stonepeak holds a position with strong minority shareholder rights) in infrastructure assets and businesses and related companies primarily located, or with significant operations, in Japan, South Korea, Greater China, Philippines, Indonesia, Thailand, Malaysia, Vietnam, Singapore, India, Australia, and/or New Zealand, although it may make investments in other markets in Asia.

An investment committee of Stonepeak senior investment professionals oversees the investment decisions for the Stonepeak Asia Fund. The investment committee reviews criteria such as projected cash flows, risk profile, operational risk, structural protections and entry valuation. The investment committee also reviews general economic and market conditions, political events, industry trends, and management initiatives. The Adviser closely monitors investments through regular meetings and communication with management teams of portfolio companies and through various forms of portfolio company reporting.

### Investment Strategies – Real Estate Fund

With respect to Stonepeak Real Estate Partners LP, a Delaware limited partnership, and Stonepeak Real Estate Partners (Lux) SCSp, a Luxembourg special limited partnership (collectively, the

“Real Estate Fund”), and any related co-investment vehicles, the Adviser seeks to pursue a real estate investment strategy primarily focused on real estate investments that exhibit infrastructure-like characteristics. The Adviser seeks to invest primarily in privately-negotiated acquisitions or capitalizations of control or control-oriented “value-add” and “opportunistic” investments in real estate, businesses that derive significant value from real estate holdings, real estate companies and real estate-related securities, which assets are primarily located in, or which portfolio of business has a majority of its assets located in, or derives a majority of revenues from, countries in North America, including in the equity, debt or other interests relating to the foregoing.

An investment committee of Stonepeak senior investment professionals oversees the investment decisions for the Real Estate Fund. The investment committee reviews criteria such as projected cash flows, risk profile, operational risk, structural protections and entry valuation. The investment committee also reviews general economic and market conditions, political events, industry trends, and management initiatives. The Adviser closely monitors investments through regular meetings and communication with management teams of portfolio companies and through various forms of portfolio company reporting.

#### Investment Strategies – Digital Infrastructure Fund

With respect to Stonepeak Digital Infra Fund A (Lux) SCSp, a Luxembourg special limited partnership, and Digital Infra Credit Fund LP, a Delaware limited partnership (collectively, “the Digital Infrastructure Fund”), the Adviser seeks to invest in (i) privately-negotiated equity and equity-related investments in digital infrastructure primarily in the OECD and (ii) debt investments in digital infrastructure assets and businesses and related companies primarily in the OECD. An investment committee of Stonepeak senior professionals oversees the investment decisions for the Digital Infrastructure Fund. The investment committee reviews criteria such as projected cash flows, risk profile, operational risk, structural protections and entry valuation. The investment committee also reviews general economic and market conditions, political events, industry trends, and management initiatives. The Adviser closely monitors investments through regular meetings and communication with management teams of portfolio companies and through various forms of portfolio company reporting.

#### Risk Factors – General

As with any type of investing, a certain degree of risk can be associated with private investments. As a result, Fund Clients should be prepared to bear the following potential risks. Because of the nature of investment opportunities on which Stonepeak advises, the anticipated or targeted returns cannot be guaranteed. There can be no assurance that the Fund Clients’ investment objectives will be achieved. The possibility of partial or total loss of capital will exist and Fund Clients and their investors must be prepared to bear capital losses that could result from investments. Potential investors in a Fund Client should carefully consider the risks of Fund Clients’ investments, which include, but are not limited to, the following:

***No Assurance of Investment Return.*** Stonepeak cannot provide assurance that it will be able to choose, make, and realize anticipated or targeted returns in any investment opportunity. Stonepeak uses extensive research, forecasting analyses and modeling to identify in advance and mitigating any potential performance risks; however, returns can be unpredictable and ultimately there can

be no assurance that the Adviser's investment recommendations will be able to generate returns or that the returns will be commensurate with the risks of investing. Furthermore, distributions to Limited Partners may be subordinated in the event of a default under any credit facility of a Fund Client or its related entities. During due diligence, Stonepeak will analyze the track records and historical performance of potential investments, as well as the underlying assumptions and key drivers of success to maximize the Fund Clients' and their investors' probability of achieving targeted returns.

***Single Investments.*** Certain Fund Clients are investment vehicles formed solely for the purpose of making a particular investment. Given their lack of a diversified portfolio of investments, an investment in any such Fund Client involves a high degree of risk, and poor performance by the investment made by a Fund Client would severely affect total returns to investors in the Fund Client.

***Reliance on the Stonepeak GPs and Stonepeak Advisors.*** The Stonepeak GPs and Stonepeak Advisors will have exclusive responsibility for the management and oversight of the Fund Clients' activities, and, other than as may be set forth herein and in the governing documents of the Fund Clients, investors will not be able to make investment or any other decisions concerning the management of a Fund Client and its portfolio companies. Investors in a Fund Client generally have no rights or powers to take part in the business and affairs of such Fund Client or make investment decisions and will not receive any financial information that is generally available to the applicable Stonepeak and Stonepeak Advisor with respect to the companies, assets, projects, and/or businesses in which such Fund Client invests. Additionally, Stonepeak may be restricted from disclosing or may determine it is appropriate not to disclose to the investors in a Fund Client material non-public information regarding one or more specific investments, including certain investments in which such Fund Client may participate alongside other Fund Clients, which may result in such investors not receiving certain material non-public information regarding such Fund Client and/or one or more of its investments under certain circumstances. Furthermore, in the event certain Stonepeak investment professionals acquire confidential or material, non-public information concerning an entity in which a Fund Client has invested in or propose to invest in, the possession of such information may limit the ability of the applicable Stonepeak GP to buy or sell particular securities of such entity on behalf of such Fund Client, thereby limiting the investment opportunities or exit strategies available thereto. The Stonepeak GPs will generally have sole discretion in structuring, negotiating and purchasing, financing and eventually divesting investments on behalf of the Fund Clients (subject to specified exceptions). Accordingly, no person should invest in a Fund Client unless such person is willing to entrust all aspects of the management of such Fund Client to the applicable Stonepeak GP and Stonepeak Advisor.

***Highly Competitive Market for Investment Opportunities, Operators and Other Partners.*** The activity of identifying, completing and realizing attractive investments to be pursued as part of the Fund Clients' investment programs is highly competitive and involves a high degree of uncertainty. In addition, developing and maintaining relationships with joint venture partners or management teams, on which certain Fund Clients' strategies depend, is highly competitive. A failure by Stonepeak to identify attractive investment opportunities, develop new relationships and maintain existing relationships with joint venture partners and other industry participants would adversely impact the Fund Clients. The availability of investment opportunities generally will be subject to market conditions, as well as the prevailing regulatory and political climate. In

particular, in light of changes in such conditions, including changes in the availability and cost of debt financing, certain types of investment opportunities may not be available to the Fund Clients on terms that are as attractive as the terms on which opportunities were available to previous investment programs sponsored by Stonepeak. The Fund Clients will be competing for investment opportunities with a significant number of other investors, including, without limitation, other investment partnerships and corporations, business development companies, sovereign wealth funds, domestic and international public pension plans, the public debt and equity markets, individuals, financial institutions and other financial investors investing directly or through affiliates. Furthermore, over the past several years, an ever-increasing number of tactical opportunity, special situations and related investment funds have been formed and many such existing funds have grown substantially in size, including private equity funds investing in stressed, distressed, special situations, private equity and similar strategies, resulting in an unprecedented amount of capital available for private equity investment. Additional funds with similar objectives will likely be formed in the future by other unrelated parties.

Some of these competitors may have more relevant experience, greater financial, technical, marketing and other resources, more personnel, higher risk tolerances, different risk assessments, lower return thresholds, lower cost of capital, synergistic cost savings and access to funding sources unavailable to Stonepeak and the Fund Clients. Consequently, competition for appropriate investment opportunities has increased, and it is possible that competition for appropriate investment opportunities may continue to increase, thus reducing the number of investment opportunities available to the Fund Clients and adversely affecting the terms, including without limitation, pricing, upon which investments can be made. There can be no assurance that the Fund Clients will be able to locate, consummate and exit investments that satisfy the Fund Clients' target equity size range, rate of return objectives or realize upon their values or that they will be able to invest fully their committed capital. To the extent that the Fund Clients encounter competition for investments, returns to investors may decrease.

In addition, Stonepeak's investment strategies in certain sectors may depend on its ability to enter into satisfactory relationships with joint venture partners, operating executives or senior advisors. There can be no assurance that Stonepeak's current relationship with any such partner, operating executive or senior advisor will continue (whether on currently applicable terms or otherwise) with respect to the Fund Clients or that any relationship with other such persons will be able to be established in the future as desired with respect to any sector or geographic market and on terms favorable to the Fund Clients.

***Legal and Regulatory Risks.*** Legal and regulatory changes could occur during the term of a Fund Client that may adversely affect any Fund Client, its portfolio investments or its partners. For example, a Fund Client expects to make investments in a number of different sectors, some of which are or may become subject to regulation by one or more U.S. federal agencies and/or by various agencies of the states, localities and counties in which they operate. New and existing regulations, changing regulatory schemes and the costs and burdens of regulatory compliance all may have a material, negative impact on the performance of portfolio investments that operate in these industries. Neither the general partner nor the advisor of a Fund Client can predict whether new legislation, regulation or regulatory interpretations governing those industries will be enacted or adopted by legislative bodies or governmental agencies, nor can either of them predict what effect such legislation, regulation or regulatory interpretation might have. There can be no



assurance that new legislation, regulation or regulatory interpretation, including changes to existing laws, regulations and regulatory interpretations, will not have a material, negative impact on a Fund Client's investment performance.

Moreover, increased scrutiny and newly proposed legislation applicable to private investment funds and their sponsors may also impose significant administrative burdens on the applicable manager and may divert time and attention from portfolio management activities. For example, the SEC has recently proposed new prohibitions and requirements specifically related to registered advisers and their activities with respect to the private funds they advise. If adopted, the proposed regulations would, among other things, limit the circumstances in which a private fund adviser can be indemnified by the fund (e.g., by prohibiting the adviser from seeking indemnification for conduct by the adviser that involved negligence) and impose limitations and new disclosure requirements regarding preferential treatment of fund investors. These proposed regulations, if adopted, could increase the amount of fees, costs and expenses allocable to Fund Clients, create compliance burdens that divert a substantial amount of time and attention of the Adviser's personnel from portfolio management activities and discourage behavior that generates high returns for Fund Client (e.g., by driving senior investment personnel to be more risk-averse in their decision-making with respect to Fund Clients), which, in each case, could reduce returns for Fund Client investors.

In addition, and in particular in light of the changing global regulatory climate, a Fund Client may be required to register under certain foreign laws and regulations, and need to engage distributors or other agents in certain non-U.S. jurisdictions to market interests to potential investors. The effect of any future regulatory change on a Fund Client could be substantial and adverse. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies.

In addition, Stonepeak and its affiliates engage in a broad variety of activities. These activities have in the past, and may in the future, subject Stonepeak or one or more of its affiliates to risks of becoming involved in litigation by third parties or may subject Stonepeak or any such affiliate to investigations or proceedings initiated by governmental authorities. It is difficult to determine what impact, if any, such litigation may have on Stonepeak, or any such affiliate or the Fund Clients. As a result, there can be no assurance that the foregoing will not have a material, adverse impact on Stonepeak, any of its affiliates or the Fund Clients, or otherwise impede a Fund Client's ability to effectively achieve its objectives.

***Regulatory Approvals/Consents.*** The Adviser may recommend an investment for a Fund Client in the equity or debt of a project or asset that may not receive the initial regulatory approval or license needed to acquire or otherwise operate an investment, including after substantial costs have been incurred pursuing such investment. Additional or unanticipated regulatory approvals, including, without limitation, renewals, extensions, transfers, assignments, reissuances or similar actions, may be required to acquire or operate infrastructure assets, and additional approvals may become applicable in the future due to a change in laws and regulations, a change in the portfolio company's customer(s) or for other reasons. Furthermore, permits or special rulings may be required on taxation, financial and regulatory related issues. While the Adviser's strategy is to limit exposure to permitting risk, in certain limited instances the Adviser may recommend

incurring permitting risk. There can be no assurance that a portfolio company will be able to (i) obtain all required regulatory approvals that it does not yet have or that it may require in the future, (ii) obtain any necessary modifications to existing regulatory approvals, or (iii) maintain required regulatory approvals. Delay in obtaining or failure to obtain and maintain in full force and effect any regulatory approvals, or amendments thereto, or delay or failure to satisfy any regulatory conditions or other applicable requirements could prevent operation of a facility or sales to third parties or could result in additional costs to a portfolio company and the Fund. The nature of these obligations and dependencies exposes the owners of such assets to a higher level of regulatory control than typically imposed on other businesses, resulting in government entities having significant influence over such owners and companies.

**Legal Framework.** Certain markets do not have well-developed shareholder rights, which could adversely affect a Fund Client's minority investments. In these markets, 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. Legislation to safeguard the rights of private ownership may not exist 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 financial instruments may not exist (or may not be well-developed) or may be subject to inconsistent or arbitrary interpretation.

**Benchmark Reform and the Impact on LIBOR and other IBORs.** The London Inter-Bank Offered Rate ("LIBOR") and other inter-bank lending rates and indices (together with LIBOR, the "IBORs") are the subject of ongoing national and international regulatory reform. Most LIBOR-based rates are now transitioned to alternative near risk-free rates ("RFRs"), but not all, as discussed further below.

From January 1, 2022, most Yen, Sterling and Dollar LIBOR-based rates ceased to be published. although the Financial Conduct Authority ("FCA") continues to permit publication of certain LIBOR settings. These are increasingly determined using unrepresentative "synthetic" methodologies. In addition, all such LIBOR settings can now only be used for limited purposes. The FCA further intends that the LIBOR settings are entirely phased out by the end of 2024. There therefore remain certain circumstances where LIBOR-based rates or synthetic equivalents thereof continue to be used in financial instruments for various currencies. Such financial instruments may include those used by the Fund Client.

The process of transitioning from a LIBOR-based rate to an RFR may result in higher volatility and lower liquidity in the LIBOR-based rate in any period before the LIBOR-based rate (or any synthetic version thereof) is definitively discontinued. There may be difficulties and costs associated with such transition, and there may be delays or failures in meeting the conditions to amend the terms of the relevant financial instrument. It may not be possible to remediate such financial instrument or mismatches may arise if a hedge and its underlying position cannot be transitioned to the same RFR at the same time. In addition, remediation from LIBOR to RFRs may lead to a Fund Client paying more or receiving less on an asset than if it had remained a LIBOR-referencing asset. Spread adjustments applied to RFRs to reflect the historical difference in performance with LIBOR are rough proxies and will not perfectly match the performance of the relevant LIBOR rate it replaces, meaning that some value transfer is inevitable. If any such circumstances did arise, this could adversely impact a Fund Client and therefore investors.

RFRs are conceptually and operationally different to LIBOR-based rates: for example, overnight rate RFRs may only be determinable on a ‘backward’-looking basis and be known at the end of an interest period, whereas LIBOR-based rates produce ‘forward’-looking rates. Moreover, certain RFRs (such as USD SOFR) are not well established in the market, and all RFRs remain novel in comparison to LIBOR-based rates. There remains some uncertainty as to what the economic, accounting, commercial, tax and legal implications of the use of RFRs will be and how they will perform over significant time periods and in times of market stress, particularly as market participants are still becoming accustomed to their use. As a result, it remains possible that the use of RFRs may have an adverse effect on a Fund Client and therefore investors.

A Fund Client may incur additional costs and expenses in relation to the cessation of LIBOR and the use of RFRs. While it is generally expected that financial instruments entered into by a Fund Client will be linked to RFRs, given the relative novelty of the use of RFRs in financial markets, the exact impact of the use of RFRs remains to be seen. Further, to the extent that a Fund Client does enter into a financial instrument referencing a LIBOR-based rate, there may be further costs or other adverse effects incurred by the Fund Clients in relation to the transition to the relevant RFR in such financial instrument in due course.

Other IBOR benchmarks are also affected by global benchmark reforms, including the Tokyo Interbank Offered Rate, Hong Kong Interbank Offered Rate, Euro Overnight Index Average, Canadian Dollar Offered Rate and Bank Bill Swap Rate. The timings for transition from such rates vary but the broad risks set out herein apply generally to other affected IBOR rates.

***United Kingdom Exit from the European Union.*** As part of the process of the United Kingdom (“UK”) leaving the European Union (“EU”), the EU and the UK entered into an EU-UK Trade and Cooperation Agreement (“TCA”) that governs the trading relationship between the UK and the member states of the EU and came into effect on January 1, 2021. Broadly, the TCA provides for zero tariffs and zero quotas on all goods that comply with the appropriate rules of origin, but is subject to both parties maintaining a level playing field in areas such as environmental protection, social and labor rights, investment, competition, state aid, and tax transparency.

Firms that conduct or depend on the provision of cross-border services, including UK regulated firms in the financial sector, are adversely affected by these arrangements because the TCA does not provide for continued access by UK firms to the EU single market, although there is the possibility that, in time, the UK may obtain a recognition of equivalence from the EU in certain financial sectors, which would enable varying degrees of access to the EU market. Similarly, notwithstanding zero tariffs and zero quotas on goods, market access for those firms that conduct cross-border trade in goods will fall below what the single market previously allowed. Non-tariff barriers, customs declarations, customs checks, restrictions on movements of employees, withdrawal of recognition of previously recognized professional qualifications, changes in the status of the UK vis-à-vis the EU for tax and VAT purposes, and other sources of friction have the potential to impair the profitability of a business, require it to adapt, or even relocate to operate through an establishment in the EU. Understanding and preparing for these new arrangements may result in increased operational and compliance burdens for a Fund Client.

It will take some time to observe the many and varied effects on UK and EEA businesses that result from the UK leaving the single market and customs union (taking into account the flow of goods and services in both directions). Given the size and global significance of the UK’s

economy, uncertainty, at least in the near term, about the effect of the TCA on the day-to-day operations of those businesses that engage in the cross-border trade of goods or services between member states of the EU and the UK may be a continued source of currency fluctuations or have other adverse effects on international markets, international trade and other cross-border cooperation arrangements. The present uncertainty could therefore adversely affect a Fund Client, the performance of its investments and its ability to fulfil its investment objectives (especially if its investments include, or expose it to, businesses that have historically relied on access to the single market for their custom or that have historically relied on sourcing goods, materials or labor from the single market).

The withdrawal of the UK from the EU may also increase the compliance and regulatory burden of a Fund Client. The UK legal and regulatory framework may, with time, increasingly differ from EU laws and regulations and a Stonepeak GP will need to consider both systems to ensure compliance with applicable laws and regulations.

Investors should also be aware of the ongoing disagreements between the UK government and the EU regarding the Northern Ireland Protocol (“NIP”). The NIP is part of the arrangements put in place as part of the TCA to address cross-border trade in goods between the Great Britain, Northern Ireland and the EU. The UK government has subsequently raised concerns as to the manner in which the NIP has been interpreted and implemented and has indicated it may take action to suspend and/or override aspects of the NIP. The European Commission has stated it reserves the right to take retaliatory measures in response to actions taken by the UK government.

Any prolonged dispute regarding the TCA and/or the NIP may have a material adverse effect on cross-border trade between the UK and the EEA which could prove disruptive to their respective economies. Negative impacts on investments of the Fund Clients that are exposed to the economies of the UK and/or the EEA may therefore arise which could cause a material adverse effect on the business, financial condition, results of operations and cash flows of the Fund Clients and their investments.

***Russian Invasion of Ukraine.*** In February 2022, Russian troops began a full-scale invasion of Ukraine and, to date, the countries remain in active armed conflict. Around the same time, the United States, the United Kingdom, the European Union and several other nations announced a broad array of new or expanded sanctions, export controls, and other measures against Russia, Russia-backed separatist regions in Ukraine, and certain banks, companies, government officials, and other individuals in Russia and Belarus, as well as a number of Russian oligarchs. The United States, United Kingdom, and European Union have continued to implement additional sanctions against Russian companies, government officials, individuals, and other persons. Further sanctions may be forthcoming. Russia’s invasion of Ukraine, the resulting displacement of persons both within Ukraine and to neighboring countries and the increasing international sanctions could be expected to have a negative impact on the economy and business activity globally (including in the countries in which a Fund Client invests), and therefore could adversely affect the performance of a Fund Client’s investments. Furthermore, given the ongoing nature of the conflict between the two nations and its ongoing escalation, it is difficult to predict the conflict’s ultimate impact on global economic and market conditions, and as a result, the situation presents material uncertainty and risk with respect to a Fund Client and the performance of its investments or operations, and

the ability of a Fund Client to achieve its investment objectives. Similar risks will exist to the extent that any Fund Client portfolio companies, service providers, vendors or certain other parties have material operations or assets in Russia, Ukraine, Belarus, or the immediate surrounding areas. Furthermore, if after subscribing to a Fund Client an investor is included on a list of prohibited entities and individuals maintained by a relevant regulatory and/or government entity including the Office of Foreign Assets Control or under similar European Union and United Kingdom regulations or under Cayman Islands law, and are not operationally based or domiciled in a country or territory in relation to which current sanctions have been issued by the United States, United Nations, EU or, UK or the Cayman Islands) (collectively “Sanctions Lists”), a Fund Client may be required to cease any further dealings with the investor’s interest in such Fund Client until such sanctions are lifted or a license is sought under applicable law to continue dealings. Although Stonepeak and its affiliates expend significant effort to comply with the sanctions regimes in the countries where it operates, one of these rules could be violated by a Fund Client’s activities or investors, which would adversely affect the Fund Client.

***Investments Outside the United States Generally.*** Certain Fund Clients expect to make a significant number of investments outside the United States. The legal systems of some countries lack transparency or could limit the protections available to foreign investors. Investments in non-U.S. securities or instruments involve certain factors not typically associated with investing in U.S. securities and instruments, including risks relating to: (i) currency exchange rate fluctuations and costs associated with conversion of investment principal and income from one currency into another; (ii) exposure to fluctuations in interest rates payable with respect to the instruments in which a Fund Client invests; (iii) differences in conventions relating to documentation, settlement, corporate actions, shareholder rights and other matters; (iv) differences between U.S. and foreign securities markets, including potentially higher price volatility and relative illiquidity of some markets; (v) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and differences in government supervision and regulation; (vi) the risks associated with political, economic or social instability, including the risk of sovereign defaults, regulatory change, and the possibility of expropriation or confiscatory taxation and other adverse economic and political developments; (vii) the possible imposition of non-U.S. taxes on income and gains and gross sales or other proceeds recognized with respect to such investments; (viii) less developed corporate and intellectual property laws, including those regarding stakeholder rights, creditors’ rights (including the rights of secured parties), fiduciary duties, investor protections and intellectual property owner protections; (ix) higher rates of inflation; (x) differences in the legal and regulatory environment or enhanced legal and regulatory compliance, including potential currency control regulations, and potential restrictions on investment and repatriation of capital; (xi) political hostility to investments by foreign or private equity investors; and (xii) less publicly available information.

***Risks of Investments in the Asia Pacific Region.*** In addition to the above, certain Fund Clients are expected to invest in assets primarily located or organized, or subject to the laws of one or more countries, in the Asia Pacific region, including countries with emerging economies, which may lack social, political and economic stability. The legal systems of some countries in the region may lack transparency or could limit the protections available to non-U.S. investors, and a Fund Client’s investments may be subject to nationalization, confiscation without fair compensation or other forms of extensive governmental interference. Infrastructure-related investing in the Asia Pacific region involves certain risk factors not typically associated with investing in infrastructure-

related investments in the United States, the European Economic Area and other more developed countries, including, among other things, the risks set forth in the preceding paragraph. While Stonepeak intends, where deemed appropriate, to manage each Fund Client in a manner that will minimize exposure to such risks, there can be no assurance that adverse developments with respect to such risks will not adversely affect the assets of a Fund Client that are held, directly or indirectly, in certain countries.

**Trade Policy.** Political leaders in the United States and certain European nations have recently been elected on protectionist platforms, fueling doubts about the future of global free trade. In the recent past, the U.S. government has indicated its intent to alter its approach to international trade policy and in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries, and has made proposals and taken actions related thereto. For example, the U.S. government imposed tariffs on certain foreign goods, including steel and aluminum and has more recently on October 7, 2022, released broad changes in export control regulations, including new regulations restricting the export to China of certain components and technology related to semiconductors. Some foreign governments, including China, have, in the past, instituted retaliatory tariffs on certain U.S. goods and have indicated a willingness to impose additional tariffs on U.S. products. Global trade disruption, significant introductions of trade barriers and bilateral trade frictions, together with any future downturns in the global economy resulting therefrom, could adversely affect the financial performance of a Fund Client and its portfolio companies.

**Pay-to-Play Laws, Regulations and Policies.** A number of states, localities and their pension plans have adopted “pay-to-play” laws, regulations or policies that prohibit, restrict or require disclosure of payments to (and / or certain contacts with) state officials by individuals and entities seeking to do business with state or local governmental entities, including advising public retirement funds. The SEC also has adopted rules that, among other things, prohibit an investment adviser from providing advisory services for compensation with respect to a government plan investor for two years after a contribution is made by the adviser or certain of its executives or employees to certain elected officials or candidates. If Stonepeak, its affiliates or their respective employees fail to comply with pay-to-play rules, such non-compliance could have an adverse effect on a Fund Client by, for example, providing the basis for the withdrawal of the affected government plan investor.

**Change of Law.** The outcome of U.S. presidential and other elections, together with other recent political developments, has created uncertainty with respect to the legal, tax and regulatory regimes, as well as the market environments, in which the Fund Clients and their portfolio companies, as well as the Adviser and its affiliates, will operate. Any significant changes in laws, rules, regulations, regulatory interpretations or enforcement activity levels, including those relating to, among other things, economic and monetary policy (including with respect to interest rates and foreign trade), the regulation of the asset management industry, tax law, immigration policy, government infrastructure spending, government entitlement programs, environmental regulation, and/or public health policy, could have a material adverse impact on the Fund Clients and their portfolio companies, and thereby returns to investors.

**FOIA.** To the extent that Stonepeak determines in good faith that, as a result of the U.S. Freedom of Information Act (“FOIA”), any governmental public records access law, any state or other jurisdiction’s laws similar in intent or effect to FOIA, or any other similar statutory or regulatory

requirement, a limited partner or any of its affiliates may be required to disclose information relating to a Fund Client, its affiliates, and / or any entity in which a portfolio investment is made (other than certain fund-level, aggregate performance information described in the relevant LP Agreement), which disclosure could, for example, affect the Fund Client's competitive advantage in finding attractive investment opportunities. Stonepeak may, in order to prevent any such potential disclosure, withhold all or any part of the information otherwise to be provided to such limited partner. Without limiting the foregoing, in the event that any party seeks the disclosure of information relating to a Fund Client, its affiliates, and / or any entity in which an investment is made under FOIA or any such similar law, Stonepeak may, in its discretion, initiate legal action and / or otherwise contest such disclosure, which may or may not be successful, and any expenses incurred therewith will be borne by the applicable Fund Client.

***Uncertainty of Financial Projections.*** The Adviser may recommend an investment based on the target's financial projections and various projections of the investment team. Projected operating results will normally be influenced by management judgments. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from projections. General economic conditions, which are not predictable, can have a material adverse impact on the reliability of such projections and the performance of any investment in such portfolio company.

Further, in the current environment, in light of the unprecedented and widespread implications of COVID-19, the uncertainties around assumptions are heightened substantially beyond what they otherwise might be relative to times of previously experienced market volatility. For example, projections entail assumptions regarding the timing in which the impacts of COVID-19 will begin to dissipate. While the Adviser has used, and will continue to use, its good faith judgment based on information available at the time to make these projections, there can be no guarantee that the assumptions will prove to be correct with the benefit of hindsight.

***Financial Leverage.*** Typically, a Fund Client intends to utilize significant leverage, subject to certain conditions, to finance its investments in a manner it believes is appropriate. The use of leverage involves a high degree of financial risk and will increase the exposure of such Fund Client's investments to adverse economic factors such as rising interest rates, downturns in the economy or further deteriorations in the markets generally. Moreover, any rise in interest rates may significantly increase the interest expense related to an investment, causing losses, and/or the inability to service a Fund Client's debt obligations. If an investment cannot generate adequate cash flow to meet debt obligations, a Fund Client may suffer a partial or total loss of capital invested in the investment or may elect or be required to make additional Capital Contributions in support of such portfolio company to enable it to meet such obligations, thereby reducing the available capital to such Fund Client for the purpose of making new or supporting other existing Investments. The Fund Clients may also obtain leverage at the fund level. Although borrowings by the Fund Clients have the potential to enhance overall returns that exceed the Fund Clients' cost of funds, they will further diminish returns (or increase losses on capital) to the extent overall returns are less than the Fund Clients' cost of funds. As a result, the possibilities of profit and loss are increased. Borrowing money to make investments provides the Fund Clients with the advantages of leverage, but exposes them to greater market risks and higher current expenses. In addition, borrowings by the Fund Clients may be secured by the limited partners' capital

commitments, as well as by the Fund Clients' assets, including portfolio companies, and the documentation relating to such borrowing may provide that during the continuance of a default under such borrowing, the interests of the limited partners may be subordinated to such borrowing. If a Fund Client defaults on secured indebtedness, the lender may foreclose and such Fund Client could lose its entire investment in the security for such loan. The exercise by the lenders of their drawdown right under a subscription credit facility would reduce the amount of capital otherwise available to a Fund Client for making investments and may negatively impact such Fund Client's ability to make investments or achieve its investment objectives. Limited partners may be required to execute an investor acknowledgement for the benefit of the lenders under the subscription credit facility and may be required to acknowledge their obligations to pay their share of indebtedness up to their unfunded capital commitment. A Fund Client may also be unable to secure permanent financing through a term financing facility, which may negatively impact such Fund Client's investment objectives and returns. Tax-exempt investors should note that the incurrence of indebtedness by a Fund Client may create "unrelated business taxable income".

***Syndication.*** A Fund Client may acquire an investment and subsequently syndicate, or sell some or all of it, to the relevant Stonepeak GP, the Adviser, other Stonepeak Vehicles, co-investment vehicles, joint venture partners, or affiliates or related parties of the foregoing or other third parties, notwithstanding the availability of capital from the Limited Partners and other limited partners thereof or applicable credit facilities. If any such intended syndication is not ultimately consummated, Stonepeak, the Fund Client or the other party that initially acquires such portion will be expected to retain it.

The relevant Stonepeak GP may cause these transfers to be made at cost, or cost plus an interest rate or carrying cost charged from the time of acquisition to the time of transfer, notwithstanding that the fair market value of any such investments may have declined below or increased above cost from the date of acquisition to the time of such transfer. The relevant Stonepeak GP may also determine another methodology for pricing these transfers, including fair market value at the time of transfer. Also, such Stonepeak GP may charge fees on these transfers to either or both of the parties to them. Conflicts of interest are expected to arise in connection with these affiliate transactions, including with respect to timing, structuring, pricing and other terms. For example, the Stonepeak GP will have a potential conflict of interest when the Stonepeak GP, the Adviser or an affiliate thereof receives fees, including carried interest, from an affiliate of the Stonepeak GP acquiring from or transferring to the Fund Client all or a portion of an investment.

***Unspecified Investments.*** The Fund Clients must rely upon the ability of the Adviser to help the Stonepeak GPs to identify structure and implement investments consistent with the Fund Clients' investment objectives and policies. The Adviser may be unable to find a sufficient number of attractive opportunities to meet the Fund Clients' investment objectives. The success of the Fund Clients will depend on the ability of the Adviser to help the Stonepeak GPs identify suitable investments, to negotiate and arrange the closing of appropriate transactions and to arrange the timely disposition of investments.

***Public Company Holdings.*** Each Fund Client's investment portfolio may contain securities issued by publicly held companies. Such investments may subject the Fund Clients to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased



obligations to disclose information regarding such companies, limitations on the ability of the Fund Clients to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members (which may include persons affiliated with the Adviser) and increased costs associated with each of the aforementioned risks.

Furthermore, the Fund Client may be limited in its ability to make investments, and to sell existing investments, in public securities if the Stonepeak GP or Other Stonepeak Vehicles have material, non-public information regarding the issuer or as a result of other policies or requirements. In addition, securities acquired of a public company may, depending on the circumstances and securities laws of the relevant jurisdiction, be subject to lock-up periods.

***Environmental, Social and Governance Matters.*** While ESG (as defined below) is only one of the many factors the Adviser will consider in making an investment, there is no guarantee that the Adviser will successfully implement and make investments in companies that create positive environmental, social or governance ("ESG") impact while enhancing long-term shareholder value and achieving financial returns. To the extent that the Adviser engages with companies on ESG-related practices and potential enhancements thereto, such engagements may not achieve the desired financial, social and environmental results, or the market, society or investors may not view any such changes as desirable. Successful engagement efforts on the part of the Adviser will depend on the Adviser's skill in properly identifying and analyzing material ESG and other factors and their impact-related value, and there can be no assurance that the strategy or techniques employed will be successful. Considering ESG qualities when evaluating an investment may result in the selection or exclusion of certain investments based on the Adviser's view of certain ESG-related and other factors, which view could ultimately prove to be incorrect, and creates a risk that the Fund Clients may underperform other funds that do not take ESG-related factors into account (or that do take such factors into account, but not to the same extent as the Adviser) or, conversely, could underperform specialized funds that are largely or exclusively focused on sustainable investing principles.

Consideration of ESG factors may affect the Adviser's exposure to certain companies, sectors, regions, countries or types of investments, which could negatively impact a Fund Client's performance to the extent there is underperformance in the area of such exposure. Applying ESG goals to investment decisions is qualitative and subjective by nature, and there is no guarantee that the criteria utilized by the Adviser or any judgment exercised by the Adviser will reflect the beliefs or values of any particular investor or group of investors. In evaluating a company, the Adviser is dependent upon information and data obtained through voluntary or third-party reporting that may be incomplete, inaccurate or unavailable, which could cause the Adviser to incorrectly assess a company's ESG practices and / or related risks and opportunities. In addition, the Adviser makes investment decisions based on circumstances as they exist at the time the investment is made, and developments that take place subsequent to the investment, where such developments are outside the Adviser's control, may not conform to the Adviser's expectations around ESG (for example, but not by limitation, concerning a portfolio company's pivot in its use of technology or its changes to its business plan). ESG-related practices differ by region, sector and issue and are evolving accordingly, and a company's ESG-related practices or the Adviser's assessment of such practices is likely to change over time. Moreover, the consideration of ESG factors in connection with a Fund Client's investment activities could be expected to increase the overall amount of investment-related fees, costs and expenses that are incurred by the Fund Client and, indirectly, its investors.

***Risk of Limited Number of Investments; Lack of Diversification.*** The Fund Clients may be subject to restrictions on the size of investments such that not more than a particular percentage of the aggregate amount of capital commitments may be invested in any one investment. Accordingly, the Fund Clients may participate in a limited number of investments and, as a consequence, the aggregate return of the Fund Clients may be substantially adversely affected by the unfavorable performance of even a single investment. If certain investments perform unfavorably, it may materially and adversely affect overall fund returns. To the extent a Fund Client concentrates investments in a particular asset class, sector or geographic region, its investments will become more susceptible to fluctuations in value resulting from adverse economic to business conditions with respect thereto. In addition, certain geographic regions and/or industries may be more adversely affected from economic pressures when compared to other geographic regions and/or industries.

***Cyber Security Breaches, Identity Theft, Privacy Breaches and Other Threats.*** Cyber security incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future (including as a consequence of the COVID-19 pandemic and the increased frequency of virtual working arrangements). Each Fund Client and its portfolio companies' and its service providers' information and technology systems are vulnerable to damage or interruption from computer viruses and other malicious code, network failures, computer and telecommunication failures, security threats (including cyber security threats to and attacks on Stonepeak's information technology infrastructure), infiltration by unauthorized persons and security breaches, usage errors by their respective professionals or service providers, power, communications, or other service outages and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. If unauthorized parties gain access to such information and technology systems, they may be able to steal, publish, delete, or modify private and sensitive information, including nonpublic personal information and material nonpublic information. Although Stonepeak has implemented, and the Fund Clients' portfolio companies and their service providers may implement, various measures to manage risks relating to these types of events, such systems could prove to be inadequate and, if compromised, could become inoperable for extended periods of time, cease to function properly or fail to adequately secure private information. Stonepeak does not control the cyber security plans and systems put in place by third-party service providers, and such third party service providers may have limited indemnification obligations to Stonepeak, a Fund Client and/or a portfolio company, each of which could be negatively impacted as a result. Breaches such as those involving covertly introduced malware, impersonation of authorized users, and industrial or other espionage may not be identified even with sophisticated prevention and detection systems, potentially resulting in further harm and preventing it from being addressed appropriately. Stonepeak, a Fund client, and/or a portfolio company may have to make a significant investment to fix or replace any information and technology systems affected by any such breaches. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Stonepeak's, a Fund Client's and/or a portfolio company's operations and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information relating to Fund Client limited partners (and their beneficial owners), material nonpublic information in possession of and the intellectual property and trade secrets and other sensitive information of Stonepeak and/or portfolio companies. Such a failure or unauthorized disclosure of data could harm Stonepeak's, a Fund Client's and/or a portfolio company's reputation, subject any such entity and their respective affiliates to legal claims, increased costs, financial losses, data privacy breaches, regulatory action,

enforcement or intervention arising out of applicable privacy or other laws and adverse publicity and otherwise affect their business and financial performance. The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by other means.

***Risks in Effecting Operating Improvements.*** In some cases, the success of the Adviser's investment strategy will depend, in part, on the ability of the Adviser to restructure and effect improvements in the operations of a portfolio company. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies entails a high degree of uncertainty. In addition, executing operational improvements may divert the attention of key personnel and disrupt normal business. There can be no assurance that the Adviser will be able to successfully identify and implement such restructuring programs and improvements.

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

***General Economic and Market Conditions.*** The private equity industry generally, and a Fund Client's investment activities in particular, are affected by general economic and market conditions, such as the current economic downturn, as well as interest rates, availability and spreads of credit, credit defaults, inflation rates, economic uncertainty, changes in tax, currency control and other applicable laws and regulations, trade barriers, national and international political, environmental and socioeconomic circumstances and global pandemics. Market disruptions in a single country could cause a worsening of conditions on a regional and even global level. A worsening of general economic and market conditions would likely affect the level and volatility of securities and other asset prices and the liquidity of a Fund Client's investments, which could impair a Fund Client's profitability, result in losses and impact investment returns. A depression, recession or slowdown in the global economy or one or more regional markets (or any particular segment thereof) or a weakening of credit markets (including a perceived increase in counterparty default risk) would have a pronounced impact on the Stonepeak GPs, the Adviser, the Fund Clients and their portfolio companies (which would likely be exacerbated by the presence of leverage in a particular portfolio company's capital structure) and could adversely affect their profitability, creditworthiness and ability to execute on their business plans, sell assets, satisfy existing obligations, make and realize investments successfully, originate or refinance credit or draw on existing financings and commitments, which in turn may have an adverse impact on the business and operations of the Fund Client.

Recent volatility in the global financial markets and political systems of certain countries may have adverse spill-over effects into the global financial markets generally. Moreover, a recession,

slowdown and/or sustained downturn in the global economies (or any particular segment thereof) or weakening of credit markets will adversely affect a Fund Client's profitability, impede the ability of the Fund Client's portfolio companies to perform under or refinance their existing obligations, and impair the Fund Client's ability to effectively exit Investments on favorable terms. Any of the foregoing events could result in substantial or total losses to the Fund Client in respect of certain investments, which losses will likely be exacerbated by the presence of leverage in a particular portfolio company's capital structure. Stonepeak itself could also be affected by difficult conditions in the capital markets and any overall weakening of the financial services industry in particular or of the U.S. and/or global economies generally.

**Market Volatility.** The public markets are currently experiencing significant volatility and many observers believe a global economic downturn or recession is possible. The extent and duration of such environment, to the private equity industry and global markets as a whole, is currently unknown. For this reason, valuations in this environment are subject to heightened uncertainty and subject to numerous subjective judgments, any or all of which could turn out to be incorrect with the benefit of hindsight. Furthermore, traditional valuation approaches that have been used historically may need to be modified in order to effectively capture fair value of private investments in the midst of significant volatility or market dislocation.

**Inflation.** The U.S. and other developed economies have recently been experiencing higher-than-normal inflation rates. It remains uncertain whether substantial inflation in the U.S. and other developed economies will be sustained over an extended period of time or have a significant effect on the U.S. or other economies. Inflation and rapid fluctuations in inflation rates have had in the past, and may in the future have, negative effects on economies and financial markets, particularly in emerging economies. For example, if a portfolio company of a Fund Client is unable to increase its revenue in times of higher inflation, its profitability may be adversely affected. Portfolio companies may have revenues linked to some extent to inflation, including, without limitation, by government regulations and contractual arrangement. As inflation rises, a portfolio company may earn more revenue but may incur higher expenses. As inflation declines, a portfolio company may not be able to reduce expenses commensurate with any resulting reduction in revenue. Furthermore, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, countries may impose wage and price controls or otherwise intervene in the economy. Governmental efforts to curb inflation often have negative effects on the level of economic activity. There are some indications that the global economy is beginning to experience inflation with respect to certain goods and services. There can be no assurance that continued and more wide-spread inflation in the U.S. and/or other economies will not become a serious problem in the future and have an adverse impact on the Fund Clients and their portfolio companies and could meaningfully adversely affect the Fund Clients' returns and their ability to fulfill their investment objectives.

**Interest Rate Risks.** Changes in interest rates may adversely affect a Fund Client's underlying investments and changes in the general level of interest rates can affect a Fund Client's income by affecting the spread between the income on its assets and the expense of its interest-bearing liabilities, as well as, among other things, the value of its interest-earning assets, the capitalization rate at which its assets are valued in the market and its ability to realize gains from the sale of assets. Interest rates are highly sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade

surpluses or deficits, regulatory requirements and other factors beyond the control of the Stonepeak GP. Various central banks (including the United States Federal Reserve and the European Central Bank) have recently announced increases in interest rates and have indicated that they expect to continue to raise interest rates in the future. Any deterioration of the global debt markets, any possible future failures of financial services companies and/or a significant rise in market perception of counterparty default risk, interest rates and/or taxes may adversely affect a Fund Client's ability to generate attractive risk-adjusted investment returns. In order to seek to reduce the interest rate risk inherent in a Fund Client's underlying investments and capital structure, the Fund Client may enter into interest rate transactions, including but not limited to interest rate swaps and caps. For instance, interest rate swaps involve the exchange by a Fund Client with a counterparty of fixed-rate payments for floating rate payments; the payment obligations would be based on the notional amount of the swap. In an interest rate cap, a Fund Client would pay a premium to the counterparty to the interest rate cap and, to the extent that a specified variable rate index exceeds a predetermined fixed rate, would receive from the counterparty payments of the difference based on the notional amount of such cap. In light of rising inflation, many economists expect that the U.S. Federal Reserve will continue to raise interest rates in 2023. Depending on the state of interest rates in general, a Fund Client's use of interest rate transactions could enhance or harm the overall performance of such Fund Client.

***Financial Market Fluctuations; Availability of Financing.*** Declines or volatility in financial markets, including the securities and derivatives markets, would adversely affect the value of the Fund Clients' investments. Infrastructure assets are vulnerable to local, national and worldwide economic cycles. This could affect the cash flow from portfolio companies as well as the prices at which a Fund Client purchases or sells its investments. Instability and volatility in interest rates and the securities or debt markets may also increase the risks inherent in a Fund Client's investments. A significant market fluctuation often decreases tolerance for counterparty risks, which can negatively impact financial institutions, even causing their failure as occurred in the most recent global economic downturn. The Fund Clients and their portfolio companies are expected to regularly seek to acquire new debt and refinance existing debt, including in the liquid debt markets, and significant declines in pricing of debt securities or increases in interest rates, or other disruptions in the credit markets, would make it difficult to carry on normal financing activities, such as obtaining committed debt financing for acquisitions, bridge financings or permanent financings. Tightening of loan underwriting standards, which often occurs during market disruptions, can have a negative impact including through reduction of permitted leverage levels and increased requirements for borrower quality. The Fund Clients' ability to generate attractive investment returns will be adversely affected by any worsening of financing terms and availability. In the event that a Fund Client is unable to obtain debt financing for potential acquisitions or can only obtain debt at an increased interest rate or on unfavorable terms, such Fund Client may have difficulty completing otherwise profitable acquisitions or may generate profits that are lower than would otherwise be the case, either of which could lead to a decrease in the investment income earned.

***Bridge Financings.*** A Fund Client or Stonepeak may lend to portfolio companies in connection with investments therein on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio companies in anticipation of a future issuance of equity or long-term debt securities or other refinancing, syndication or liquidity event. Such bridge loans would typically be convertible into a more permanent, long-term security; however, for reasons not always in a Fund Client's

control, such long-term securities issuance or other refinancing or syndication may not occur on the anticipated terms and timing, or at all, and such bridge loans and interim investments may remain outstanding. In such event, the interest rate on such loans or the terms of such interim investments may not adequately reflect the risk associated with the position taken by the Fund Client.

***Recent Developments in the Banking Sector.*** Recent bank closures in the U.S. and European banking sector have caused uncertainty for financial services companies, and fear of instability in the global financial system generally. In addition, certain financial institutions – in particular smaller and/or regional banks but also global systemically important banks– have experienced volatile stock prices and significant losses in their equity value, and there is concern that depositors at these institutions have withdrawn, or may withdraw in the future, significant sums from their accounts at these institutions. Notwithstanding intervention by U.S. and non U.S. governmental agencies to stabilize the banking sector and to protect the uninsured depositors of banks that have recently closed, there is no guarantee that the uninsured depositors of a financial institution that closes, which depositors could include the Fund Clients and/or their portfolio companies, will be made whole or, even if made whole, that such deposits will become available for withdrawal in short order. As a consequence, for example, portfolio companies may be delayed or prevented from accessing money or making any required payments under their own debt or other contractual obligations, and limited partners may be impacted in their ability to honor capital calls and/or receive distributions. Any such events, in turn, may impact a Fund Client’s operations. In addition, there could be a closure of a financial institution that provides credit facilities and/or other forms of financing to a Fund Client or its portfolio companies, and, in such event, there can be no assurance that their ability to honor these obligations will continue or be unaffected or, if affected, whether other financial institutions can provide replacement financing or capabilities and on similar terms. Certain of these institutions provide significant banking services to the private equity and real estate industries. There is a risk that other banking, or other financial institutions, may be similarly impacted, and it is uncertain what steps regulators may take in the event of further bank closures. Uncertainty caused by recent bank failures – and general concern regarding the financial health and outlook for other financial institutions – could have an overall negative effect on banking systems and financial markets generally. The recent developments may also have other implications for broader economic and monetary policy, including interest rate policy. For the foregoing reasons, there can be no assurances that conditions in the banking sector and in global financial markets will not worsen and/or adversely affect a Fund Client or one or more of its portfolio investments or its overall performance.

***Hedging Policies/Risks.*** In connection with the financing of certain investments, the Adviser may propose that a Fund Client utilize a wide variety of derivative financial instruments for risk management purposes, the use of which is a highly specialized activity that may entail greater than ordinary investment risks. Any such hedging transactions may not be effective in mitigating risk in all market conditions or against all types of risk (including unidentified or unanticipated risks or where the Adviser does not regard the probability of the risk occurring to be sufficiently high as to justify the cost), thereby resulting in losses to a Fund Client. Engaging in derivatives and other hedging transactions may result in a poorer overall performance for a Fund Client than if it had not engaged in any such hedging transaction, and the Adviser may not be able to effectively hedge against, accurately anticipate, or choose not to hedge or mitigate certain risks that may adversely affect such Fund Client’s investment portfolio. In addition, a Fund Client’s investment

portfolio may be exposed to certain risks that cannot be fully or effectively hedged, such as credit risk relating both to particular securities and counterparties. and foreign exchange rules.

***Other Trading and Investing Activities.*** Certain Fund Clients may invest in securities of publicly traded companies that are actual or potential companies in which other Fund Client(s) have made or will make investments. The trading activities of such other Fund Client(s) may differ from or be inconsistent with activities, which are undertaken for the account of certain Fund Clients in such securities or related securities. In addition, certain Fund Clients may be precluded from pursuing an investment in an issuer as a result of such trading activities by other Fund Client(s).

***Investments in Which Another Stonepeak Vehicle Has a Different Principal Investment; Investments Alongside Other Stonepeak Vehicles.*** Certain Fund Clients (and/or other vehicles or accounts managed by Stonepeak or an affiliate thereto, including proprietary vehicles owned by Stonepeak itself) (collectively, the “Stonepeak Vehicles”) can be expected to make investments in portfolio companies in which other Stonepeak Vehicles have made or are concurrently making a different principal investment at the time of such Stonepeak Vehicle’s investment (e.g., in different parts of the capital structure). A Stonepeak Vehicle may also co-invest alongside portfolio companies in which other Stonepeak Vehicles have made or are currently making an investment. In such situations, the Stonepeak Vehicles could have conflicting interests (e.g., over the terms of their respective investments, including equity vs. debt investments). Given the nature of any such conflict that could arise, there can be no assurance that such conflict can be resolved in a manner that is beneficial to both Stonepeak Vehicles, and the action taken for one Stonepeak Vehicle may be adverse to another Stonepeak Vehicle. Actions may also be taken for the benefit of Stonepeak that may be adverse to one or more Fund Clients. The Stonepeak GP of the relevant Fund Client will seek to resolve any such conflicts using its best judgment, but in its sole discretion, subject to the terms of the relevant Fund Clients’ governing documents, as applicable. See also Item 10 – “Financing Arrangement with Landmark” and “Passive Minority Investment by Blue Owl.”

***Confidential or Material, Non-Public Information.*** By reason of their responsibilities in connection with other activities of Stonepeak, certain Stonepeak investment professionals may acquire confidential or material, non-public information concerning an entity in which Fund Clients have invested, or propose to invest, and the possession of such information may limit the ability of the Adviser to buy or sell particular securities of such entity on behalf of Fund Clients, thereby limiting the investment opportunities or exit strategies available to the Fund Clients. In addition, holdings in the securities of an issuer by Stonepeak or its affiliates may affect the ability of Fund Clients to make certain acquisitions of or enter into certain transactions with such issuer.

***Possibility of Different Information Rights.*** Certain limited partners may request information from the applicable Stonepeak GP relating to a Fund Client and its investments and Stonepeak generally intends to provide such limited partners with the information requested to the extent practicable and germane to monitoring their interests (subject to availability, confidentiality obligations and other similar considerations). Limited Partners may also be entitled to receive additional or customized reporting relating to their investment in a Funds Client pursuant to their side letters, which are particular to such limited partners and may not be available to other limited partners. Any such limited partners that request and receive such information will consequently possess information regarding the business and affairs of a Fund Client that is not generally known to other limited partners. As a result, certain limited partners may be able to take actions on the

basis of such information which, in the absence of such information, other limited partners do not take.

***Risks Relating to Due Diligence of and Conduct at Portfolio Companies; Risk of Fraud in Portfolio Companies.*** Before making investments, Stonepeak will typically conduct due diligence that it deems reasonable and appropriate based on the facts and 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 Stonepeak's reduced control of the functions that are outsourced. In addition, if Stonepeak is unable to timely engage third-party providers its ability to evaluate and acquire more complex targets could be adversely affected. When conducting due diligence and making an assessment regarding an investment, Stonepeak will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations, analyses and reports. The due diligence investigation that Stonepeak 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, including pursuant to risk management procedures and environmental, social and governance guidelines, will achieve their desired effect.

There can be no assurance that Stonepeak will be able to detect or prevent irregular accounting, misconduct by employees or consultants or other fraudulent practices during the due diligence phase or during its efforts to monitor the investment on an ongoing basis or that any risk management procedures implemented by Stonepeak will be adequate. In the event of fraud or other misconduct by any portfolio company or any of its managers, affiliates, employees, consultants or service providers, a Fund Client may suffer a partial or total loss of capital invested in that portfolio company. There can be no assurances that any such losses will be offset by gains (if any) realized on a Fund Client's other investments. An additional concern is the possibility of material misrepresentation or omission on the part of the portfolio company, issuer or the seller. Such inaccuracy or incompleteness may adversely affect the value of a Fund Client's securities and/or instruments in such portfolio company. The Fund Client will rely upon the accuracy and completeness of representations made by portfolio companies and/or their former owners in the due diligence process to the extent reasonable when it makes its investments, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to a Fund Client may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

***Misrepresentation, Fraud and Misconduct.*** Of significant concern in lending and investing is the possibility of material misrepresentation or omission by a counterparty. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the investment or may adversely affect the ability of a Fund Client to perfect or effectuate a lien on the collateral securing the investment. A Fund Client generally relies upon the accuracy and completeness of representations made by counterparties, but cannot guarantee such accuracy or completeness.



Under certain circumstances, payments to a Fund Client may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

***Coronavirus and Public Health Emergencies.*** As of the date of this brochure, there is an ongoing outbreak of COVID-19, which the World Health Organization has declared to constitute a “Public Health Emergency of International Concern.” The outbreak of COVID-19 has resulted in numerous deaths, adversely impacted global commercial activity, and contributed to significant volatility in certain equity, debt, derivatives and commodities markets. The extent and duration of such negative impact, to the private equity industry and global markets as a whole, is currently unknown. The global ramifications of the outbreak rapidly evolved and many countries have reacted by instituting (or strongly encouraging) quarantines, prohibitions on travel, the closure of offices, businesses, factories, schools, retail stores, restaurants, hotels, courts and other public venues, vaccine mandates (e.g., for certain public sector employees) and other restrictive measures designed to help slow the spread of COVID-19. Currently, countries and regions implementing a so-called “dynamic COVID zero” policy have at times, and may continue to impose and lift lockdown measures with limited notice and with uncertain durations (such as lockdowns of Beijing and Shanghai). Such measures have at times been, and may continue to be, imposed and lifted with limited notice and with uncertain durations. Businesses have also implemented similar precautionary measures. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19, have created and could continue to create significant disruption in the global public and private markets, supply chains and economic activity and are especially impactful on transportation, hospitality, tourism, entertainment and other industries. The extent to which the continued spread of COVID-19 (or the threat thereof) in the future will have an ongoing and/or exacerbated impact on economies and markets (and, in turn, the Fund Clients’ investments) is uncertain and difficult to anticipate. It is likewise difficult to predict the extent to which the ripple effects of the COVID-19 pandemic will continue to be felt and adversely affect the Fund Clients’ investments once COVID becomes less prevalent in the public.

Any public health emergency, any new outbreaks, including of new variants of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could negatively impact a Fund Client and its portfolio companies and could meaningfully affect a Fund Client’s ability to fulfill its investment objectives.

The extent of the impact of any public health emergency on a Fund Client’s and its portfolio companies’ operational and financial performance will depend on many factors, including but not limited to the duration and scope of such public health emergency (as well as the availability of effective treatment and/or vaccination), the extent of any related travel advisories and voluntary or mandatory government or private restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and spending levels, the extent of government support and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. For example, the shortage of workers and lack of key components and raw materials that has come as a result of COVID-19 has and may continue to contribute to manufacturers and distributors being unable to produce or supply enough goods to meet increasing demands. The impact of these global supply chain constraints may not fully be reflected until future periods and may have an adverse impact on a Fund Client and its portfolio companies at a future point when COVID-19 may not be as prevalent in the public.

For this reason, valuations in this environment are subject to heightened uncertainty and subject to numerous subjective judgments, any or all of which could turn out to be incorrect with the benefit of hindsight. Furthermore, traditional valuation approaches that have been used historically may need to be modified in order to effectively capture fair value in the midst of significant volatility or market dislocation. The effects of a public health emergency may materially and adversely impact the value and performance of the portfolio companies, a Fund Client's ability to source, manage and divest investments and a Fund Client's ability to achieve its investment objectives, all of which could result in significant losses to a Fund Client. In particular, a public health emergency may have a greater impact on leveraged assets.

Any such disruptions may continue for an extended and uncertain period of time. The full impacts of the pandemic on markets, business activity and the global economy, as well as the effects of changes in economic, monetary and fiscal policies of the U.S. and/or other countries that have been adopted in response to the pandemic, price shocks and related externalities, are not yet fully identified or understood. For example, many businesses (including some portfolio companies) have, in response to the pandemic, transitioned to remote (or other flexible) working environments and have decided to keep such environments in place (in whole or in part) even as COVID-19 has become less prevalent, and it is not yet fully understood how the continuation of those arrangements are affecting their employee productivity levels and overall financial performance. In implementing a Fund Client's investment strategy, the Adviser will make a number of assumptions, including as to the severity of the consequences of COVID-19 to the U.S., the OECD and global economy as well as prospective portfolio companies. There can be no assurances that such assumptions will be correct and unexpected events and developments, including the severity of the pandemic on economies and specific portfolio companies, may be detrimental to a Fund Client and its investments. In addition, the operations of a Fund Client, its portfolio companies, and the Adviser may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of the personnel of any such entity, including possibly key personnel, or the personnel of any such entity's key service providers. Additionally, restrictions on immigration and processing of visas and other work permits may affect the work force of a Fund Client's portfolio companies, some of which may rely on foreign talent as an important part of its work force and which could have a material adverse impact on their ability to implement their business plans. The impact to businesses in such circumstances has been and is expected to continue to be substantial.

In connection with the impacts of the pandemic and any future such public health crisis, a Fund Client is expected to incur heightened legal expenses which could similarly have an adverse impact to a Fund Client's returns. For example, a Fund Client or its portfolio companies may be subject to heightened litigation and its resulting costs, which costs may be significant and are expected to be borne by a Fund Client and/or its portfolio companies. There is also a heightened risk of cyber and other security vulnerabilities during a public health emergency, which could result in adverse effects to a Fund Client or its portfolio companies in the form of economic harm, data loss or other negative outcomes.

While the U.S. Food and Drug Administration and other similar regulators globally have approved COVID-19 vaccines (some for emergency use only) and these vaccines are currently available to the general public in the United States and in many non-U.S. jurisdictions, due to limited supply,

they are not yet widely available to the general public in many other jurisdictions. Furthermore, a substantial proportion of the U.S. population and other jurisdictions have, despite the availability of vaccines, not been vaccinated, which is believed to be prolonging the global effects of COVID-19. In addition, the vaccines have been found to be less than 100 percent effective and to have waning effectiveness within an extended period of time following inoculation, which means a portion of the population that receives such vaccines is less than fully protected against the disease and may still experience symptoms, hospitalizations or death (and be contagious to others even if asymptomatic). Furthermore, the vaccines (even among individuals who have received one or more “booster” vaccinations) appear to have reduced efficacy against certain existing and emerging variants of COVID-19, and emerging variants may be more transmissible or deadly than existing variants of COVID-19 including the “delta” and “omicron” variants. Other jurisdictions are encountering issues with COVID-19 vaccines and treatments. In addition, multiple jurisdictions have adopted, or are considering to adopt, vaccine mandate legislation or regulations that require certain public sector employees and/or private sector employees to obtain vaccines (subject to certain exceptions, which vary per jurisdiction). Employee attrition and turnover resulting from such mandates could adversely affect, both directly and indirectly, the business operations of Portfolio Entities that operate within those jurisdictions (e.g., by requiring them to discontinue their employment of critical personnel who are not vaccinated).

In general, there can be no assurance on the continuing effects of COVID-19 on the economy generally or its effect on a Fund Client and its ability to achieve its investment objectives.

***Force Majeure Risk.*** Investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fires, floods, hurricanes, tornadoes, landslides, explosions, weather, earthquakes and other natural disasters, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, regional armed conflict and labor strikes). Disease outbreaks have occurred in certain countries in the past and are currently occurring (including severe acute respiratory syndrome, or SARS, avian flu, H1N1/09 flu, COVID-19 and other coronaviruses) and any prolonged occurrence of infectious disease, or other adverse public health developments or natural disasters in any country in which a Fund Client targets investments could have a material adverse effect on the economy globally and/or in such country, and could impact the business operations of portfolio companies in which such Fund Client invests. Some force majeure events may adversely affect the ability of a party (including a portfolio company or a counterparty to a Fund Client or a portfolio company) to perform its obligations until it is able to remedy the force majeure event, including but not limited to the construction of its in-process development. The liability and cost arising out of a failure to perform obligations as a result of a force majeure event could be considerable and could be borne by a Fund Client or a portfolio company. In addition, the cost to a portfolio company or a Fund Client of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which a Fund Client may invest specifically. Additionally, a major governmental intervention into an industry, including the nationalization of an industry or the assertion of control over one or more portfolio companies or its assets, could result in a loss to a Fund Client, including if its investment in such portfolio company is canceled, unwound or acquired (which could be without what such Fund Client considers to be adequate compensation). Deterioration in economic conditions could cause

decreases in or delays in spending and reduce and/or negatively impact the short-term ability to grow revenues of Fund Client portfolio companies. Further, any early termination of agreements due to deterioration in economic conditions could negatively impact results of operations of portfolio companies. Any of the foregoing may therefore adversely affect the performance of the Fund Clients and their investments.

***Currency and Exchange Rate Risks.*** Although a Fund Client's investments, and income received by such Fund Client with respect to such investments, are expected to be denominated primarily in U.S. dollars, certain investments may be made in currencies other than U.S. dollars. In addition, the books of such Fund Client will be maintained, and capital contributions to and distributions from the Fund Client are expected to be made, in U.S. dollars. To the extent the Fund Client's investments are made in currencies other than U.S. dollars, changes in currency exchange rates, costs of conversion and exchange control regulations may adversely affect the dollar value of investments, interest and dividends received by the Fund Client, gains and losses realized on the sale of such investments and the amount of distributions, if any, to be made by the Fund Client in respect of such investments. Moreover, a Fund Client will incur costs or could experience substantial delays when, or be prohibited from, converting one currency into another. Although the applicable Stonepeak GP may enter into hedging transactions designed to reduce such currency risks, there can be no assurance that any such transactions would achieve their intended results. Further, such hedging transactions could result in diminished returns (or increased losses on capital) to the extent overall returns are less than the Fund Client's costs or losses associated with such hedging transactions.

***Economic Sanctions and Anti-Bribery Considerations.*** Economic sanction laws in the U.S. and other jurisdictions prohibit Stonepeak, Stonepeak's professionals and the Fund Clients from transacting in certain countries and with certain individuals and companies. For example, in the United States, the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces laws, executive orders and regulations establishing U.S. economic and trade sanctions. Such sanctions prohibit transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These entities and individuals include specially designated nationals, sanctions evaders and other parties. In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC. Other jurisdictions maintain different and/or additional economic and trade sanctions. Accordingly, each Fund Client requires investors to represent that they are not named on a list of prohibited entities and individuals maintained by OFAC or under similar EU and UK Regulations, and are not operationally based or domiciled in a country or territory in relation to which current sanctions have been issued by the United States, the United Nations, the EU or the UK (collectively "Sanctions Lists"). If an investor is on a Sanctions List, a Fund Client may be required to cease any further dealings with the investor's interest in such Fund Client until such sanctions are lifted or a license is sought under applicable law to continue dealings. Accordingly, these types of sanctions laws may prohibit or limit a Fund Client's investment activities. Although Stonepeak expends significant effort to comply with the sanctions regimes in the countries where it operates, one of these rules could be violated by Stonepeak or a Fund Client's activities, which would adversely affect any or all of the Fund Clients.

***Regulatory Proposals with respect to Private Fund and their Advisers.*** In recent years, the SEC staff's stated examination priorities and published observations from examinations have included, among other things, private equity firms' collection of fees and allocation of expenses, their marketing, valuation and custodial practices, allocation of investment opportunities, terms agreed to in side letters and similar arrangements with investors, consistency of firms' practices with disclosures, handling of material non-public information and insider trading, use of affiliated service providers, adviser-led restructurings, ESG investing, purported waivers or limitations of fiduciary duties and the existence of, and adherence to, policies and procedures with respect to conflicts of interest.

In February 2022, the SEC voted to propose various new rules and amendments to existing rules under the Advisers Act specifically related to registered advisers and their activities with respect to private funds. Among these proposals, the SEC has proposed to limit circumstances in which a fund manager can be indemnified by a private fund; prohibit certain types of clawback provisions; require reporting (including in reduced timeframes) by private funds to investors concerning performance, fees and expenses and to the SEC regarding certain transactions and other fund and portfolio events and information; require registered advisers to obtain an annual audit for private funds and also require such fund's auditor to notify the SEC upon the occurrence of certain material events; require advisers to obtain a fairness opinion and make certain disclosures in connection with adviser-led secondary transactions (also known as GP-led secondaries); prohibit advisers from engaging in certain other practices, such as, without limitation, charging accelerated fees for unperformed services or fees and expenses associated with an SEC examination and regulatory and compliance expenses of the adviser to private fund clients and seeking reimbursement, indemnification, exculpation or otherwise limiting an adviser's liability for certain activities; and impose limitations and new disclosure requirements regarding preferential treatment of investors in private funds via side letters or other arrangements with an adviser.

In May 2022, the SEC proposed amendments to rules and reporting forms to promote consistent, comparable, and reliable information for investors concerning investment advisers' environmental, social, and governance (ESG) investment practices. This proposal seeks to categorize certain types of ESG strategies broadly and require advisers to both provide census type data in Form ADV Part 1A and provide more specific disclosures in adviser brochures based on the ESG strategies they pursue.

The SEC has also recently proposed other rule amendments under the Advisers Act in relation to the safeguarding of client assets, Form PF reporting obligations, cybersecurity risk governance and the outsourcing of functions to service providers. If adopted, including with modifications, the aforementioned recent SEC proposals could, either individually or collectively, result in material alterations to how Stonepeak and its affiliates operate its business and/or the Fund Clients, as well as Stonepeak's implementation of the Fund Clients' investment strategy, and there can be no assurance that such alterations will not have a material adverse effect on Stonepeak, the Fund Clients, their affiliates, investments and/or their limited partners. The adoption of such proposals would, among other things, increase compliance burdens and associated regulatory compliance costs, reduce the ability to receive expense or indemnification reimbursements and enhance the risk of regulatory action, including public regulatory sanctions and may result in a change to the Fund Clients' practices and create additional regulatory uncertainty. Further, in connection with

the rule proposed in February 2022, if such rule were to be adopted, it could also significantly increase the cost of insurance, specifically D&O and E&O insurance, charged to the Fund Clients and their limited partners or may even make such insurance coverage unavailable. To the extent permitted under the governing documents of the Fund Clients, the incremental costs of compliance by Stonepeak and/or the Fund Clients with any new SEC rules, which may be significant, could be borne by the Fund Clients. The scope and timing of any final rules and amendments with respect to these proposals is unknown.

Moreover, these proposed amendments, if adopted, could increase the risk of exposure of the Fund Clients, their general partners and Stonepeak to additional regulatory scrutiny, litigation, censure and penalties for non-compliance or perceived non-compliance, which in turn would be expected to adversely (potentially materially) affect Stonepeak's and the Fund Clients' reputation, and to negatively impact Stonepeak in conducting its business (thereby materially reducing returns to limited partners of the Fund Clients) by, for example, diverting time, attention and resources of Stonepeak and its personnel away from managing the Fund Clients' investment activities and discouraging behavior that could generate high returns for the Fund Clients (e.g., by driving senior investment personnel to be more risk-averse in their decision-making with respect to the Fund Clients).

***European Regulation of ESG.*** The European regulatory environment for alternative investment fund managers and financial services firms continues to evolve and increase in complexity, making compliance more costly and time-consuming. In March 2018, the European Commission published an Action Plan on Financing Sustainable Growth (the "Action Plan") setting up a sustainable finance strategy for the EU to transform the entire financial system and reorient capital flows towards sustainable investment. The reorientation of capital flows toward sustainable investment is to be achieved through the selection of appropriate investments by well-informed, or suitably advised, investors who may themselves be under an obligation to disclose to their own stakeholders how they integrate sustainability into their own decision-making. The Action Plan was updated in August 2020 and, in July 2021, the Commission published a strategy for financing the transition to a sustainable economy.

It is difficult to predict whether the measures introduced by the EU will succeed in reorienting capital flows and, if successful, the impact it will have on the returns to investors. There is a risk that the value of investments made by a Fund Client in pursuing its investment strategy could be adversely affected over the life of such Fund Client by changes to economic conditions brought about by the EU's sustainable finance initiatives.

As part of the original Action Plan, the European legislators adopted the Sustainable Finance Disclosure Regulation (2019/2088) (the "SFDR"), which took effect from 10 March 2021 and the Regulation on the establishment of a framework to facilitate sustainable investment (2020/852) (the "Taxonomy Regulation"), which took effect from January 2022. Both the SFDR and the Taxonomy Regulation have since been supplemented by delegated legislation specifying detailed implementing and regulatory technical standards, including Commission Delegated Regulation (EU) 2022/1288 (commonly referred to as the "RTS"). The SFDR introduces measures that clarify asset managers' duties to integrate ESG factors and risks into their investment decision making, and standardizes transparency duties and ESG reporting requirements. In addition, the Taxonomy Regulation contains criteria for determining whether economic activities qualify as

environmentally sustainable. For that purpose, asset managers are, under the transparency requirements of the Taxonomy Regulation, amongst other things, required to disclose the degree to which financial products invest in environmentally sustainable investment.

A Fund Client is not directly subject to SFDR, the Taxonomy Regulation or the RTS but these regulations may have an indirect impact on the Stonepeak Advisor and Fund Client and its ability to achieve its investment objectives. The Luxembourg AIFM will need to comply with these regulations and provide certain sustainability related disclosures in respect of the integration of sustainability risks in its decisions and sustainability-related information, including with respect to such environmental and/or social characteristics as may be promoted by the Lux Parallel Fund as part of its investment strategy.

As of the date of this brochure, the full impact of the SFDR, the Taxonomy Regulation and the RTS on the Fund Clients and Parallel Funds remains unclear as there is still uncertainty as to how their requirements must be applied in practice, and further detailed guidance and clarifications are expected from the European Commission and the European Supervisory Authorities. There could also be divergent interpretations of the requirements at EU Member State level, and national guidance has already emerged in certain Member States. The Luxembourg AIFM will therefore have to continue to monitor any developments to these regulations. Without legal certainty regarding the application of the above regulations, it is also difficult to assess the costs of compliance with the SFDR and the Taxonomy Regulation by the Fund Clients, alternative investment fund managers and the Adviser. Resources will need to be allocated to determine how such entities may be impacted by the new regulatory framework and, to the extent applicable, creating an additional compliance burden and reporting costs.

There is also a risk that each Fund Client's SFDR classification will affect the pool of investors that such Fund Client will be able to target.

In addition, on 2 August 2021, a number of delegated regulations that are part of the Action Plan were published in the Official Journal of the EU, which amend, amongst others, the Commission Delegated Regulation 2017/565 ("MiFID II Org Regulation") and Commission Delegated Directive (EU) 2017/593 ("MiFID II Delegated Directive"). The amended MiFID II Org Regulation (from 1 August 2022) requires EU investment firms to integrate a consideration of sustainability risks into their general organizational requirements and risk management processes, and provides that when EU investment firms undertake Stonepeak Advisory or portfolio management services for clients that they must take into account their clients' "sustainability preferences". The amended MiFID II Delegated Directive (from 22 November 2022) requires EU investment firms that manufacture or distribute investment products to consider the sustainability preferences of potential end-investors and to consider and disclose sustainability factors in product approval and governance arrangements. The changes introduced to the delegated regulations could have an impact of the ability of third party distributors or third party investment managers in the EU to recommend or to invest in the Lux Parallel Fund on behalf of their clients.

The Fund Clients, alternative investment fund managers and the Adviser may also be impacted by ESG related developments to the UK legislative framework. The UK has announced that it will not implement SFDR into national law following the UK withdrawal from the EU but will instead introduce a new legislative framework focused on implementing the recommendations of the

Financial Stability Board Taskforce on Climate-related Financial Disclosures (“TCFD”), in particular by introducing mandatory TCFD-aligned disclosure requirements for firms based in the UK. Reporting requirements under this framework are yet to fully apply and there is still uncertainty as to the potential indirect impacts of this new regime on the Adviser, Funds, and its Sub-Funds.

The FCA is developing its own rules on sustainability disclosures and investment labels for consumer focused funds. Final rules are expected to come into force during 2023 and into 2024. It is as yet unclear whether and, if so how, these rules, when finalised, will impact the Fund Clients or a relevant sub-fund. If the rules are applicable to a Fund Client or sub-funds then this may mean additional regulatory costs are incurred by such Fund Client.

The Adviser may be subject to remuneration requirements under the SFDR. Any required changes to compensation structures and practices could make it harder for the Adviser to recruit and retain key personnel, thereby potentially affecting a Fund Client. Overall, these regulatory developments could expose the Adviser to conflicting regulatory requirements in the United States and other jurisdictions.

***Cayman Islands – Automatic Exchange of Financial Account Information.*** The Cayman Islands has signed an inter-governmental agreement to improve international tax compliance and the exchange of information with the United States (the “US IGA”). The Cayman Islands has also signed, along with over 100 other countries, a multilateral competent authority agreement to implement the OECD Standard for Automatic Exchange of Financial Account Information – Common Reporting Standard (“CRS” and together with the US IGA, “AEOI”).

Cayman Islands regulations have been issued to give effect to the US IGA and CRS (collectively, the “AEOI Regulations”). Pursuant to the AEOI Regulations, the Cayman Islands Tax Information Authority (the “TIA”) has published guidance notes on the application of the US IGA and CRS.

All Cayman Islands “Financial Institutions” are required to comply with the registration, due diligence and reporting requirements of the AEOI Regulations, unless they are able to rely on an exemption that allows them to become a “Non-Reporting Financial Institution” (as defined in the relevant AEOI Regulations) with respect to one or more of the AEOI regimes, in which case only the registration requirement would apply under CRS. The Fund Clients do not propose to rely on any Non-Reporting Financial Institution exemption and therefore intend to comply with all of the requirements of the AEOI Regulations.

The AEOI Regulations require a Fund Client and/or its general partner (as applicable) to, amongst other things (i) register with the IRS to obtain a Global Intermediary Identification Number (in the context of the US IGA only), (ii) register with the TIA, and thereby notify the TIA of its status as a “Reporting Financial Institution”; (iii) adopt and implement written policies and procedures setting out how it will address its obligations under CRS, (iv) conduct due diligence on its accounts to identify whether any such accounts are considered “Reportable Accounts”, (v) report information on such Reportable Accounts to the TIA, and (vi) file a CRS Compliance Form with the TIA. The TIA will transmit the information reported to it to the overseas fiscal authority relevant to a reportable account (e.g., the IRS in the case of a US Reportable Account) annually on an automatic basis.



By investing in a Fund Client investors will be deemed to acknowledge that further information may need to be provided to such Fund Client and that a Fund Client's compliance with the AEOI Regulations may result in the disclosure of investor information, and investor information may be exchanged with overseas fiscal authorities. Where an investor fails to provide any requested information (regardless of the consequences), a Fund Client may be obliged to take any action and/or pursue all remedies at their disposal including, without limitation, compulsory withdrawal of the investor concerned and/or closure of the investor's account. In accordance with TIA issued guidance, a Fund Client is required to close an investor's account if a self-certification is not obtained within 90 days of account opening.

***Private Funds Act Regulation – Cayman Islands.*** A Fund Client may be required to register and be regulated as a private fund under the Private Funds Act (As Revised) (the “Private Funds Act”) of the Cayman Islands. Once registered, the Cayman Islands Monetary Authority (the “Authority”) will have supervisory and enforcement powers to ensure such Fund Client's compliance with the Private Funds Act. Regulation under the Private Funds Act will entail the filing of prescribed details and audited accounts annually with the Authority. As a regulated private fund, the Authority may at any time instruct such Fund Client to have its accounts audited and to submit them to the Authority within such time as the Authority specifies or to provide a one-off or periodic report to the Authority on certain matters requested by the Authority in the connection with the private fund in such form and within such time as the Authority specifies. In addition, the Authority may ask the general partner of such Fund Client to give the Authority such documents, statements or other information in respect of the Fund Clients as the Authority may reasonably require to enable it to carry out its duty under the Private Funds Act.

However, as a regulated private fund a Fund Client will not be subject to supervision in respect of its investment activities or the constitution of its investment assets by the Authority or any other governmental authority in the Cayman Islands, although the Authority does have power to investigate the activities of such Fund Client in certain circumstances.

The Authority may take certain actions if it is satisfied that a regulated private fund is or is likely to become unable to meet its obligations as they fall due, or is carrying on business fraudulently or otherwise in a manner detrimental to the public interest or to the interests of its investors or creditors, or is carrying on or is attempting to carry on business or is winding up of its business voluntarily in a manner that is prejudicial to its investors or creditors. The powers of the Authority include, inter alia, the power to require the substitution of the general partner, to appoint a person to advise such Fund Client on the proper conduct of its affairs or to appoint a person to assume control of the affairs of such Fund Client. There are other remedies available to the Authority including the ability to apply to court for approval of other actions.

The costs of registration of a Fund Client in the Cayman Islands and any costs, including legal costs and any registration or other fees payable to the Authority or any other governmental authority in the Cayman Islands, shall be an expense of such Fund Client.

### **Risk Factors – Infrastructure and Renewables Funds**

Potential investors in Stonepeak Fund I, Stonepeak Fund II, Stonepeak Fund III, Stonepeak Fund IV, the Core Fund, the Digital Infrastructure Fund, Stonepeak Renewables Fund, Stonepeak Asia

Fund, the Real Estate Fund, the Opportunities Fund and any related co-investment vehicles should carefully consider the risks specific to such Fund Clients' investments, which include, but are not limited to, the following:

***Nature of Infrastructure and Renewable Energy Investments Generally.*** Investment in infrastructure and renewable energy projects, businesses and/or assets involves many relatively unique and acute risks. Project revenues can be affected by a number of factors including economic and market conditions, political events, competition, regulation, and the financial position and business strategy of customers. Unanticipated changes in the availability or price of inputs necessary for the operation of infrastructure and renewable energy assets may adversely affect the overall profitability of the investment or related project. Events outside the control of a portfolio company (which for all purposes of this paragraph includes assets, projects and/or businesses in which the Fund Clients invest), such as political action, governmental regulation, demographic changes, economic growth, increasing fuel prices, government macroeconomic policies, political events, toll rates, social stability, competition from untolled or other forms of transportation, natural disasters, changes in weather, changes in demand for products or services, bankruptcy, or financial difficulty of a major customer and acts of war or terrorism, could significantly reduce the revenues generated or significantly increase the expense of constructing, operating, maintaining or restoring infrastructure facilities. In turn, this may impair a portfolio company's ability to repay its debt, make distributions to a Fund Client or even result in termination of an applicable concession or other agreement. As a general matter, the operation and maintenance of infrastructure assets or businesses and energy generation and other facilities involve various risks and are subject to substantial regulation (as described below), many of which may not be under the control of the owner/operator, including labor issues, failure of technology to perform as anticipated, structural failures and accidents and the need to comply with the directives of government authorities. Although portfolio companies may maintain insurance to protect against certain risks, where available on reasonable commercial terms (such as business interruption insurance that is intended to offset loss of revenues during an operational interruption), such insurance is subject to customary deductibles and coverage limits and may not be sufficient to recoup all of a portfolio company's losses. Furthermore, once energy generation and infrastructure assets of investments become operational, they may face competition from other renewable energy and related infrastructure assets in the vicinity of the assets they operate, the presence of which depends in part on governmental plans and policies.

***Energy and Natural Resources Regulatory Risk.*** The energy and natural resource sectors are subject to comprehensive United States and non-U.S. federal, state, and local laws and regulations. Present, as well as future, statutes and regulations could cause additional expenditures, decreased revenues, restrictions and delays that could materially and adversely affect a Fund Client's investments and the prospects of such Fund Client. There can be no assurance that (i) existing regulations applicable to investments generally or portfolio companies will not be revised or reinterpreted; (ii) new laws and regulations will not be adopted or become applicable to portfolio companies; (iii) the technology, equipment, processes and procedures selected by portfolio companies to comply with current and future regulatory requirements will meet such requirements; (iv) such portfolio companies' businesses and financial conditions will not be materially and adversely affected by such future changes in, or reinterpretation of, laws and regulations (including the possible loss of exemptions from laws and regulations) or any failure to comply with such current and future laws and regulations; or (v) regulatory agencies or other third parties will not

bring enforcement actions in which they disagree with regulatory decisions made by other regulatory agencies. In addition, in many instances, the operation or acquisition of energy infrastructure assets may involve an ongoing commitment to or from a government agency. The nature of these obligations exposes the owners of infrastructure investments to a higher level of regulatory control than typically imposed on other businesses.

***Technical Risk.*** Investments in the infrastructure and renewable energy industry may be subject to technical risks, including the risk of mechanical breakdown, spare parts shortages, failure to perform according to design specifications and other unanticipated events that adversely affect operations. While the Fund Clients intend to seek investments in which creditworthy and appropriately bonded and insured third parties bear much of these risks, there can be no assurance that any or all such risks can be mitigated or that such parties, if present, will perform their obligations.

***Investments in the Energy Sector.*** The operations of energy companies are subject to many risks inherent in the transporting, processing, storing, distributing, mining or marketing of natural gas, natural gas liquids, crude oil, coal, refined petroleum products or other hydrocarbons, or in the exploring, managing or producing of such commodities, including, without limitation: damage to pipelines, storage tanks or related equipment and surrounding properties caused by hurricanes, tornadoes, floods, fires and other natural disasters or by acts of terrorism; inadvertent damage from construction and farm equipment; leaks of natural gas, natural gas liquids, crude oil, refined petroleum products or other hydrocarbons; and fires and explosions. These risks could result in substantial losses due to personal injury or loss of life, severe damage to and destruction of property and equipment and pollution or other environmental damage and may result in the curtailment or suspension of their related operations, any and all of which could result in lower than expected returns to a Fund Client. Such risks are particularly acute in the current environment due to, among other things, disruptions in the global supply chain, economic downturn and global travel restrictions.

***Demand for Digital Infrastructure.*** A Fund Client may invest in businesses that are dependent on the demand for any assets or businesses related to mobile and internet infrastructure, including data centers, macro cell towers, fiber networks, small cell networks and other related assets and businesses, which may include, but not be limited to, digital billboards, indoor Citizen Broadband Radio Service infrastructure, satellites and subsea cables, and may be adversely affected by slowdown in such demand. For digital infrastructure, demand may be impacted by various factors that are primarily outside the control of a Fund Client. Additionally, technological advances and improvements in data collection and storage, changes in the development and proliferation of new technologies (including improvements in the efficiency, architecture and design of wireless or cloud), data transmission and/or consumer demand, as well as changes in the prevailing global economy, may also reduce current and/or anticipated demand for digital infrastructure and may adversely affect a Fund Client's ability to identify and consummate attractive digital infrastructure-related investments.

***Volatility of Commodity Prices.*** The performance of certain of Fund Client investments may be substantially dependent upon prevailing prices of oil, natural gas, coal, metals, and other commodities and the differential between prices of specific commodities that are a primary factor in the profitability of certain conversion activities such as petroleum refining ("crack spread") and

power generation (“spark spread”). For example, the operation and cash flows of a Fund Client investment may depend, in some cases to a significant extent, upon prevailing or improving market prices for energy and other commodities. Commodity prices have been, and are likely to continue to be, volatile and subject to wide fluctuations in response to uncertain market factors that are beyond the control of each Fund Client, its general partner, and the Adviser, including (i) changes in supply and demand, (ii) market uncertainty, (iii) political conditions in commodity-producing regions, (iv) the competitive position of energy-related commodities as compared with other energy sources, (v) the industry-wide refining or processing capacity for energy-related commodities, (vi) weather conditions, and (vii) overall economic conditions. These factors may affect the level and volatility of commodities prices and the liquidity of a Fund Client’s investments, which could impair such Fund Client’s performance or result in losses, potentially materially.

***Effects of Ongoing Changes in the Utility Industry.*** Fund Clients may make certain investments in utility industries both in the United States and abroad. In many regions, including the United States, the market dynamics of the utility industry may change, primarily in wholesale markets, as a result of consumer demands, technological advances, greater availability of natural gas and other factors. As a result, additional significant competitors could become active in parts of the utility industry. In addition, utility asset owners may find it increasingly difficult to negotiate long-term procurement or sales agreements with counterparties, which may affect a Fund Client’s profitability and financial stability. To the extent competitive pressures increase and the pricing and sale of electricity assume more characteristics of a commodity business, the economics of independent power generation projects into which a Fund Client may invest may come under increasing pressure.

***Weather and Climatological Risks.*** Certain energy companies may be particularly sensitive to weather and climate conditions. For example, solar power generators rely on the frequency and intensity of sunlight, wind turbines rely on the frequency and intensity of the wind, and companies focused on biomass rely on the production of crops, which can be adversely affected by droughts and other weather conditions.

***Renewable Energy Investment Program.*** The investment professionals of Stonepeak Renewables Fund’s investment team have not previously worked together as a group in the context of a newly formed private equity fund, and certain of such investment professionals were not previously associated with Stonepeak on a long-term basis. The success of Stonepeak Renewables Fund will be dependent, in whole or in part, on the ability of Stonepeak Renewables Fund’s investment team to work well together as a team and be successfully integrated into the Stonepeak organization. Stonepeak has not previously operated an investment fund with an investment objective or strategy substantially similar to Stonepeak Renewables Fund. Investors should draw no conclusions from the performance information set forth herein and should not expect to achieve similar returns.

***Technology May Become Obsolete.*** The renewable energy industry is subject to continual technological innovation. Renewable energy products and services interact with a variety of hardware and software technology systems and devices. An investment may be required to implement new technologies or adapt existing technologies in response to changing market conditions, customer preferences, industry standards or inability to secure necessary intellectual property licenses, which could require significant capital expenditures. It is also possible that one

or more of a portfolio company's competitors could develop a significant technological advantage that allows them to provide additional or superior products or services, or to lower their price for similar products or services, that could put an investment at a competitive disadvantage. The inability to adapt to changing technologies, market conditions or customer preferences in a timely manner could have a material adverse effect on a Fund Client's investment strategy, business, financial condition, cash flows or results of operations.

***Platform Investments.*** From time to time, a Fund Client may recruit a management team to pursue a new "platform" opportunity expected to lead to the formation of a future portfolio company. In other cases, a Fund Client may form a new investment and recruit a management team to build the portfolio company through acquisitions and organic growth. In both cases, such Fund Client will bear the expenses of the management team or portfolio company, as the case may be, including any overhead expenses, employee compensation, diligence expenses or other related expenses in connection with backing the management team or building out the platform company (whether by a Fund Client directly or by Stonepeak and may include amounts agreed to prior to the initial closing of the Fund Client). Such expenses may be borne directly by a Fund Client as fund expenses (or broken deal expenses, if applicable) or indirectly as such Fund Client bears the start-up and ongoing expenses of the newly formed platform portfolio company. In certain cases, the services provided by a management team may overlap with the services provided by the Adviser to a Fund Client. The compensation of management of a platform portfolio company may include interests in the profits of the portfolio company, including profits realized in connection with the disposition of an asset. Such compensation may not be included in the periodic reporting or other information delivered to all Limited Partners. Although a platform portfolio company may be controlled by a Fund Client, members of a management team will not be treated as affiliates of the general partner for purposes of the applicable LP Agreement. Accordingly, none of the expenses described above will offset the management fee.

***Illiquid and Long-Term Investments; Investments Longer than Term.*** Fund Clients and their investors must bear the risk of limited liquidity for the duration of their private market investments. Investments in infrastructure assets are generally less liquid and involve a longer holding period than traditional private equity investments, which are themselves often considered illiquid and long-term. Investments in unlisted companies can be difficult or impossible to realize. Although investments by the Fund Clients may generate some current income, the return of capital and the realization of gains, if any, from an investment generally will occur only upon the partial or complete disposition of such investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the investment is made. Some investments proposed by the Adviser may not be advantageously disposed of prior to the date the Fund Clients will be dissolved, either by expiration of the Fund Clients' term or otherwise. It is unlikely that there will be a public market for the securities held by the Fund Clients at the time of their acquisition. Therefore, no assurance can be given that, if a Fund Client is determined to dispose of a particular investment held by the Fund Client, it could dispose of such investments at a prevailing market price, and there is a risk that disposition of such investments may require a lengthy time period or may result in distributions in kind to investors. Although the Adviser expects that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, the Fund Clients may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution. Any dispositions prior to the expiration date of the expected holding period for such investor may adversely affect returns. The

Fund Clients will generally not be able to sell their investments through the public markets unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. Additionally, there can be no assurances that investments can be sold on a private basis. In addition, in some cases the Fund Clients may be prohibited by contract or legal or regulatory reasons from selling certain securities for a period of time. Furthermore, infrastructure investments by their nature are subject to industry cyclicity, downturns in demand, market disruptions, and the lack of available capital for potential purchasers and are therefore often difficult or time consuming to liquidate. Upon dissolution of the Fund Clients or as otherwise provided in the LP Agreements, investments may be distributed in-kind so that the limited partners of the Fund Clients may then become equity holders in one or more public or private companies (and consequently be unable to protect their interests in the same manner as their interests in the Fund Clients).

Even with respect to strategies in which investors have certain liquidity rights or rights to request redemption or withdrawal during the life of a Fund Client, pursuant to the terms of the LP Agreement of such Fund Client, the applicable Stonepeak GP (or similar managing fiduciary) still has significant discretion to limit or restrict such liquidity rights, and therefore, no assurance can be given that such investors can redeem or withdraw their investments.

***Mandatory Redemption.*** Pursuant to certain of the LP Agreements, the applicable Stonepeak GP, in its sole discretion, may cause or require a limited partner of the applicable Fund Client to surrender and redeem all or any portion of its units and effect the withdrawal of such limited partner from such Fund Client at any time, for any reason or no reason, with or without prior notice to such limited partner, and without regard to existing priority to any other redemptions. The applicable Stonepeak GP may cause the withdrawal of all or any portion of the units of any limited partner from the applicable Fund Client at any time, thereby possibly causing the limited partner to receive a distribution that is less than its respective capital contribution to such Fund Client. To the extent the applicable Stonepeak GP requires the mandatory redemption of any units of any limited partner, such withdrawal will be subject to the same terms of voluntary redemptions of limited partners (including the limitations imposed thereon), unless otherwise determined by the Stonepeak GP in its sole discretion.

***No Market for Fund Client Interests; Restrictions on Transfers.*** The interests of the Fund Clients have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), the securities laws of any U.S. state, or the securities laws of any other jurisdiction, and, therefore, cannot be resold unless they are subsequently registered under the Securities Act and any other applicable securities laws, or an exemption from such registration is available. It is not contemplated that registration under the Securities Act or other securities laws will ever be effected. There is no public market for the interests of the Fund Clients and one is not expected to develop. Each investor in a Fund Client will be required to represent that it is a “qualified purchaser” under the Investment Company Act of 1940, as amended (or other similar qualified investor under applicable securities laws), and that it is acquiring its interests in the applicable Fund Client for investment purposes and not with a view to resale or distribution and that it will only sell and transfer such interests to a qualified investor under applicable securities laws or in a manner permitted by the applicable LP Agreement and consistent with such laws. Subject to a few limited exceptions, the investors in the Fund Clients will not be permitted to directly or indirectly assign, sell, exchange, mortgage, pledge, or transfer any of their interest, rights, or obligations with

respect to their interests, except by operation of law, without the prior written consent of the applicable general partner, which consent may not be unreasonably withheld. Additionally, an investor in a Fund Client will not be permitted to share confidential information regarding such Fund Client or such investor's interests therein to prospective purchasers of its interests unless the general partner of such Fund Client provides its prior written consent, which it may withhold in its sole discretion. Except in limited circumstances, voluntary withdrawals from a Fund Client will not be permitted. The investors in a Fund Client must be prepared to bear the risks of owning interest in such Fund Client for an extended period of time.

### Risk Factors – Real Estate Fund

Potential investors in the Real Estate Fund should carefully consider the risks specific to such Fund Client's investments, which include, but are not limited to, the following (in addition to any relevant risks described above in "Risk Factors –Infrastructure and Renewables Funds"):

***Real Estate Risks Generally.*** The investments of a Fund Client will be subject to the risks inherent in the ownership and operation of real estate and real estate-related businesses and assets. Deterioration of real estate fundamentals generally, and in the U.S. and Canada in particular, would negatively impact the performance of a Fund Client. These risks include, but are not limited to, those associated with the burdens of ownership of real property, general and local economic conditions, changes in environmental and zoning laws, casualty or condemnation losses, regulatory limitations on rents, governmental restrictions on evictions (such as eviction moratoria imposed for public health reasons), decreases in asset values, changes in the appeal of assets to tenants, changes in supply of and demand for competing assets in an area (as a result, for instance, of overbuilding), fluctuations in the average occupancy, operating income and room rates for hotel assets, the financial resources of tenants, changes in availability of debt financing which may render the sale or refinancing of investments difficult or impracticable, changes in building, environmental and other laws, energy and supply shortages, various uninsured or uninsurable risks, natural disasters, political events, changes in government regulations (such as rent control), changes in real property tax rates, operating expenses and insurance rates, changes in interest rates, and the availability of mortgage funds, which may render the sale or refinancing of investments difficult or impracticable, increased mortgage defaults, increases in borrowing rates, negative developments in the economy or political climate that depress travel activity, environmental liabilities, contingent liabilities on disposition of assets, acts of God, terrorist attacks, war and other factors that are beyond the control of Stonepeak. In addition, in acquiring an asset or stock, a Fund Client may agree to lock-out provisions that materially restrict it from selling that asset or stock for a period of time or that impose other restrictions, such as a limitation on the amount of debt that can be placed on that asset. There can be no assurance that there will be a ready market for the resale of investments. Illiquidity may result from the absence of an established market for investments or a disruption in the market.

***Real Estate Title.*** Disputes over ownership of land sometimes occur. In countries such as the United States, title insurance is readily available to cover this risk, though typical exclusions from policies may render them ineffective in certain cases. In countries where title insurance is not readily available, or where a Fund Client does not obtain it, such Fund Client could rely on opinions of title from lawyers or other professionals, which may prove inaccurate. Furthermore, in some jurisdictions, certain social groups may have claims against property that otherwise

appears to be properly entitled in the real estate registries, which may encumber title of property acquired by a Fund Client or its portfolio companies. In other jurisdictions, the real estate registry commonly does not reflect the true holder of the real estate title, which complicates title research and may result in title problems. Finally, in some jurisdictions, a purchase of real property can be attacked as not meeting “true sale” requirements and recharacterized as secured financing in the event the seller becomes insolvent. If any of these events occurs in relation to any of the Fund Client’s interests or properties, such Fund Client could lose certain of its rights in relation thereto.

***Impact of Market Conditions on Commercial Real Estate Generally.*** In addition to general economic conditions, the commercial real estate markets in which a Fund Client operates are also affected by a number of specific conditions, such as planning, environmental, leasing, tax and other real estate-related laws and regulations, prevailing rental rates, prospective rental growth, occupancy rates, lease lengths, tenant creditworthiness and solvency, and benchmark investment yields and spreads that apply to commercial real estate. Adverse general economic and market conditions, such as those that prevailed during the most recent global economic downturn, could have a material adverse effect on commercial real estate assets, including by decreasing demand for commercial real estate, reducing rental income, decreasing occupancy rates, causing tenants to terminate leases early or enter bankruptcy proceedings, and decreasing the value of real estate assets generally. Declines in rental income on real estate as a result of negative market conditions would not necessarily be accompanied by a decline in significant expenses associated with holding real estate, such as real estate taxes, utility rates, insurance rates, and renovation and maintenance costs. This mismatch would accentuate the impact of a negative market event.

***Local Real Estate Market Conditions.*** The success of each real estate investment depends upon the performance of the local real estate markets where the assets are located. Local real estate markets can decline for any of a number of reasons, including population decline, poor regional economic performance, excess development leading to oversupply, local government policies and heightened taxes, all of which are largely, if not entirely, outside of Stonepeak’s control. No assurance can be given that the local real estate markets in which a Fund Client invests will improve, or remain constant, over the term of the Fund Client. Market conditions can deteriorate due to factors outside the foresight or control of Stonepeak. Actual or perceived trends in real estate markets (on which Stonepeak investment decisions are based in part) do not guarantee, predict or forecast future events, which may differ significantly from those implied by such trends.

***Fluctuations in Capitalization Rates.*** Pricing of commercial real estate is commonly tracked through prevailing market capitalization rates. An asset’s capitalization rate is its net operating income divided by its market value. If the market capitalization rate of an asset acquired by a Fund Client rises above the capitalization rate at time of its acquisition, the value of the asset would be negatively affected, absent offsetting increases to net operating income since time of acquisition. There can be no assurance that capitalization rates will not increase from time of acquisition.

#### Risk Factors – Credit Funds

The following risk factors primarily relate to Stonepeak Credit Fund I and Digital Infra Credit Fund LP, and any other Fund Clients to the extent such Fund Clients invest in credit investments. Potential investors in such Fund Clients should carefully consider the risks related to such Fund Clients’ investments, which include, but are not limited to, the following:



**Credit Risk.** One of the fundamental risks associated with a Fund Client's investments is credit risk, which is the risk that an issuer will be unable to make principal and interest payments on its outstanding debt obligations when due. A Fund Client's returns would be adversely impacted if an issuer of debt in which such Fund Client invests becomes unable to make such payments when due. Although a Fund Client may make investments that the general partner believes are secured by specific collateral the value of which may initially exceed the principal amount of such investments or Fund Client's fair value of such investments, there can be no assurance that the liquidation of any such collateral would satisfy the borrower's obligation in the event of non-payment of scheduled interest or principal payments with respect to such investment, or that such collateral could be readily liquidated. A Fund Client may also invest in leveraged loans, high yield securities and other unsecured investments, each of which involves a higher degree of risk than senior secured loans. Furthermore, a Fund Client's right to payment and its security interest, if any, may be subordinated to the payment rights and security interests of the senior lender. Certain of these investments may have an interest-only payment schedule, with the principal amount remaining outstanding and at risk until the maturity of the investment. In addition, certain instruments may provide for payments-in-kind, which have a similar effect of deferring current cash payments. In such cases, a portfolio company's ability to repay the principal of an investment may be dependent upon a liquidity event or the long-term success of the portfolio company, the occurrence of which is uncertain. With respect to a Fund Client's investments in any number of credit products, if the borrower or issuer breaches any of the covenants or restrictions under the indenture governing notes or the credit agreement that governs loans of such issuer or borrower, it could result in a default under the applicable indebtedness as well as the indebtedness held by a Fund Client. Such default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. This could result in an impairment or loss of a Fund Client's investment or result in a pre-payment (in whole or in part) of a Fund Client's investment. As it relates to all of the foregoing risks and related considerations discussed above, it should also be noted that each of Stonepeak Credit Fund I and the Digital Infrastructure Strategy is expected to also invest in high yield bonds and other unsecured investments, each of which involves a higher degree of risk than senior secured loans.

**Nature of Junior, Subordinated and/or Unsecured Investments.** A Fund Client's strategy may entail acquiring investments that are junior, subordinated and/or unsecured instruments. If the portfolio company in question does not successfully reorganize, a Fund Client will have no assurance (as do those distressed investors that acquire only fully collateralized positions) that it will recover any of the principal that it has invested. While such junior, subordinated or unsecured investments may benefit from the same or similar financial and other covenants as those enjoyed by the indebtedness ranking ahead of the investments and may benefit from cross-default provisions and security over the portfolio company's assets, some or all of such terms may not be part of particular investments. Moreover, the ability of a Fund Client to influence a portfolio company's affairs, especially during periods of financial distress or following an insolvency, is likely to be substantially less than that of senior creditors. For example, under typical subordination terms, senior creditors are able to block the acceleration of the debt or the exercise by debt holders of other rights they may have as creditors. Accordingly, a Fund Client may not be able to take steps to protect its investments in a timely manner or at all and there can be no assurance that the rate of return objectives of such credit fund or any particular investment will be achieved. In addition, the debt investments in which a Fund Client may invest may not be protected by financial

covenants or limitations upon additional indebtedness, may have limited liquidity and may not be rated by a credit rating agency.

A Fund Client's investments may be in the form of subordinated debt instruments, which will rank behind the borrower's more senior indebtedness. As a result, upon any distribution to a borrower's creditors in a bankruptcy, liquidation or reorganization or similar proceeding, the holders of such borrower's more senior and/or secured indebtedness (to the extent of the collateral securing such obligation) will be entitled to be paid in full before any payment may be made on a Fund Client's investment. In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to a borrower, a Fund Client will participate with all other holders of such borrower's indebtedness in the assets remaining after the borrower has paid all of its more senior and/or secured indebtedness (to the extent of the collateral securing such obligation). A borrower may not have sufficient funds to pay all of its creditors and a Fund Client may receive nothing, or less, ratably, than the holders of more senior and/or secured indebtedness of such borrower or the holders of indebtedness that is not subordinated.

A Fund Client's investments may be subject to early redemption features, refinancing options, prepayment options or similar provisions which, in each case, could result in the issuer repaying the principal on an obligation held by a Fund Client earlier than expected. This may happen when there is a decline in interest rates. Early repayments of a Fund Client's investments may have a material adverse effect on such credit fund's investment objectives and the internal rate of return on invested capital. In addition, depending on fluctuations of the equity markets and other factors, warrants and other equity investments may become worthless. There can be no assurance that attempts to provide downside protection through contractual or structural terms with respect to a Fund Client's investments will achieve their desired effect. Certain investments of a Fund Client may not have all the characteristics targeted by such credit fund. Furthermore, a Fund Client has limited flexibility to negotiate terms when purchasing newly issued investments in connection with a syndication of mezzanine or certain other junior or subordinated investments or in the secondary market.

***Nature of Investment in Senior Loans.*** The assets of a Fund Client will likely include first lien senior secured debt, but may also include selected second lien senior secured debt, which involves a higher degree of risk of a loss of capital. The factors affecting an issuer's first and second lien leveraged loans, and its overall capital structure, are complex. Some first lien loans may not necessarily have priority over all other debt of an issuer. Any secured debt is generally secured only to the extent of its lien and only to the extent of the value of the underlying assets on already secured assets. Moreover, underlying assets are subject to credit, liquidity, and interest rate risk. Although the amount and characteristics of the underlying assets selected as collateral may allow a Fund Client to withstand certain assumed deficiencies in payments occasioned by the borrower's default, if any deficiencies exceed such assumed levels or if underlying assets are sold it is possible that the proceeds of such sale or disposition will not be equal to the amount of principal and interest owing to a Fund Client in respect to its investment. The borrowers on loans constituting a Fund Client's assets may seek the protections afforded by bankruptcy, insolvency and other debtor relief laws.

Senior secured loans are also subject to other risks, including (i) the possible invalidation of a debt or lien as a "fraudulent conveyance", (ii) the recovery as a "preference" of liens perfected or

payments made on account of a debt in the 90 days before a bankruptcy filing, (iii) equitable subordination claims by other creditors, (iv) so-called “lender liability” claims by the issuer of the obligations and (v) environmental liabilities that may arise with respect to collateral securing the obligations. Loans may become non-performing for a variety of reasons. Adverse credit events with respect to any portfolio company, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership, or distressed exchange, can significantly diminish the value of a Fund Client’s investment in any such company. A Fund Client’s investments may be subject to early redemption features, refinancing options, pre-payment options or similar provisions which, in each case, could result in the issuer repaying the principal on an obligation held by a Fund Client earlier than expected. In addition, depending on fluctuations of the equity markets, warrants and other equity securities may become worthless. To the extent a Fund Client holds subordinated debt securities, such debt may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Such debt investments may not be protected by financial covenants or limitations upon additional indebtedness. Certain of a Fund Client’s senior loans may be unsecured or be senior subordinated notes.

For additional information regarding the foregoing or the risks associated with an investment in any fund or investment vehicle sponsored, advised or managed by Stonepeak, please carefully review the Confidential Private Placement Memorandum, if applicable, or subscription documents of the applicable Stonepeak fund or investment vehicle.

***Digital Infrastructure Investments.*** Investment in digital infrastructure assets involves many relatively unique and acute risks. Project revenues can be affected by a number of factors including economic and market conditions, political events, competition, regulation and the financial position and business strategy of customers. Unanticipated changes in the availability or price of inputs necessary for the operation of digital infrastructure assets may adversely affect the overall profitability of an Investment or related project. Events outside the control of a portfolio company, such as political action, governmental regulation, demographic changes, economic conditions, government macroeconomic policies, political events, social instability, natural disasters (such as fire, floods, earthquakes, hurricanes, and typhoons), changes in weather, changes in demand for products or services, bankruptcy or financial difficulty of a major customer, acts of war or terrorism and other unforeseen circumstances and incidents could significantly reduce the revenues generated or significantly increase the expense of constructing, operating, maintaining or restoring digital infrastructure facilities. In turn, this may impair a portfolio company's ability to repay its debt, make distributions to the applicable Fund Client or even result in termination of an applicable concession or other agreement. As a general matter, the operation and maintenance of digital infrastructure assets or businesses involve various risks and are subject to substantial regulation, many of which may not be under the control of the owner/operator, including labor issues, failure of technology to perform as anticipated, structural failures and accidents and the need to comply with the directives of government authorities. Furthermore, once digital infrastructure assets of a portfolio company become operational, they may face competition from other digital infrastructure assets in the vicinity of the assets they operate, the presence of which depends in part on governmental plans and policies.

## **Item 9 - Disciplinary Information**

No legal or disciplinary events that are material to a Fund Client or prospective Fund Client's evaluation of Stonepeak's advisory business or the integrity of its management have occurred.

## **Item 10 - Other Financial Industry Activities and Affiliations**

Stonepeak is an independent investment adviser and is not affiliated with or registered (or has any application pending) as a securities broker-dealer (except as otherwise provided herein with respect to Stonepeak Securities), a futures commission merchant, commodity pool operator, commodity trading adviser or an associated person of any of the foregoing entities.

By virtue of prior employment of certain employees (including investment personnel) of the Adviser or its affiliates, such employees receive compensation (including performance-based compensation) from sources other than the Adviser or its affiliates with respect to transactions consummated between and among such prior employer or its affiliates and the Adviser or its affiliates on behalf of Fund Clients. The interests of such employees may conflict with the interests of the Fund Clients and investors therein, as they may have a greater outside financial interest with respect to certain transactions for Fund Clients. Stonepeak believes such conflicts are mitigated due to the investment committee process and ultimate decision-making authority for Fund Clients, among other factors.

An employee of the Adviser is a former employee of a third party that, during his employment with the third party, provided advisory services to certain investors in Stonepeak Fund II and investors in funds managed by other investment advisers. The advice to such investors in Stonepeak Fund II included recommending Stonepeak Fund II to the investors. The employee continues to hold economic interests in his former employer through which he will continue to receive compensation related to the advisory services previously provided prior to becoming an employee of Stonepeak.

Other than the relationships with TIAA Advisor Investor (described below), Stonepeak Capital Markets (described below), Landmark (described below), Blue Owl (described below) and the arrangement of the employee (described above), neither Stonepeak nor its management persons or professional staff has a relationship or arrangement that is material to its advisory business or its Fund Clients with a related person of the type listed below:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker
- Investment company or other pooled investment vehicle
- Other investment adviser or financial planner
- Futures commission merchant, commodity pool operator, or commodity trading adviser
- Banking or thrift institution
- Accountant or accounting firm
- Lawyer or law firm
- Insurance company or agency
- Pension consultant
- Real estate broker or dealer
- Sponsor or syndicator of limited partnerships

### ***Adviser's Special Relationship with TIAA***

TIAA Advisor Investor has provided seed capital to SAH. As a result, TIAA Advisor Investor owns a minority interest of SAH as a member thereof. TIAA Advisor Investor also owns a minority interest of Stonepeak GP Holdings I, Stonepeak GP Holdings II and Stonepeak GP Holdings III as a limited partner in each of these entities. Through its interests in SAH, Stonepeak GP Holdings I, Stonepeak GP Holdings II and Stonepeak GP Holdings III, TIAA Advisor Investor has indirect interests in Stonepeak Advisors I, Stonepeak GP I, Stonepeak GP II and Stonepeak GP III, respectively. TIAA Advisor Investor has no interest in the Adviser or any other Relying Adviser (other than SAH). TIAA Advisor Investor, which is an affiliate of TIAA, has made a substantial anchor investment in Stonepeak Fund I and is a limited partner in various other Fund Clients.

While the Stonepeak Advisors and the Stonepeak GPs will generally manage the business and affairs of the Stonepeak Funds, as a result of its interests in SAH and Stonepeak GP Holdings, TIAA Advisor Investor is entitled to certain contractual economic, governance, reporting and other rights. For instance, TIAA Advisor Investor will receive a portion of the fees and distributions (including Carry) payable to SAH, Stonepeak GP I, Stonepeak GP II and Stonepeak GP III. Two representatives designated by TIAA Advisor Investor also serve on the Steering Committee and the Fund I Investment Committee. The consent of at least one of TIAA Advisor Investor's representatives on the Steering Committee to all material operating decisions of Stonepeak Fund I and SAH is required; however, investment decisions are controlled by Mr. Dorrell.

The interests of the TIAA Advisor Investor and its affiliates may conflict with the interests of the Fund Clients and investors therein. TIAA is a financial institution with many different affiliates, businesses and activities, at least some of which may conflict with the interests of Fund Clients (including the Stonepeak Funds) and investors therein. TIAA and the TIAA Advisor Investor and their respective affiliates may serve as investment advisers or investment managers to other client accounts and conduct investment activities for their own accounts and may give advice or take action with respect to such other clients or accounts that differs from advice given or actions taken by the Adviser, SAH, the Stonepeak Advisors, the Stonepeak GPs, Stonepeak GP Holdings or Stonepeak Partners GP with respect to Fund Clients (including the Stonepeak Funds). TIAA and the TIAA Advisor Investor and their respective affiliates may have a greater financial interest with respect to such other clients or accounts than with respect to Fund Clients (including the Stonepeak Funds). TIAA and the TIAA Advisor Investor and their respective affiliates may compete with Fund Clients (including the Stonepeak Funds) for certain investment opportunities and Stonepeak staff time. Furthermore, there can be no assurance that TIAA, the TIAA Advisor Investor or the TIAA Advisor Investor or any of their respective affiliates will hold or continue to hold any interest in SAH, Stonepeak GP Holdings or any of the Fund Clients (including the Stonepeak Funds), as applicable, and each may dispose, transfer or sell any of such interests in accordance with the terms of the applicable governing documents.

The TIAA Advisor Investor's representatives on the Fund I Investment Committee and the Steering Committee are not required to devote any specific amount of time thereto and have no fiduciary duties to the Stonepeak Funds or their investors (except as may be required by applicable law). Accordingly, the TIAA Advisor Investor is entitled to consider its own interests with respect to its rights concerning SAH and Stonepeak GP Holdings and not the interests of the Fund Clients

or investors therein. Furthermore, as a result of the TIAA Advisor Investor's right to receive distributions from SAH and Stonepeak GP Holdings, the TIAA Advisor Investor, as a limited partner of certain of the Stonepeak Funds, may have interests that are not aligned with interests of other investors in the Stonepeak Funds (including, without limitation, with respect to certain voting matters concerning Stonepeak Advisors I, SAH, Stonepeak GP I, Stonepeak GP II and Stonepeak GP III and Stonepeak GP Holdings).

Each investor in the relevant Stonepeak Funds is required to acknowledge and agree that conflicts of interest may arise related to the fact that the TIAA Advisor Investor has a direct or indirect interest in Stonepeak GP I, Stonepeak GP II, Stonepeak GP III, Stonepeak GP Holdings, SAH and Stonepeak Advisors I and one or more representatives on the Fund I Investment Committee.

### ***Financing Arrangement with Landmark***

In addition, as more fully described in Item 4 – “Advisory Business,” the SIH SPV is entitled to receive repayment proceeds representing a portion of the management fees and carried interest in respect of certain other Fund Clients. The SIH SPV has seeded the investment in Stonepeak Renewables Fund and may seed investments in future Fund Clients, has invested in the general partner of Stonepeak Fund IV and may make stand-alone investments not in or alongside any other Fund Client, in each case subject to the terms and conditions of the governing documents of the Fund Clients and the SIH SPV and Stonepeak's investment allocation policy. See Item 6 – “Performance-Based Fees and Side-by-Side Management.” Accordingly, the Adviser may have an incentive to provide more favorable terms to the SIH SPV than to other investors, provide the SIH SPV with individual company co-investment opportunities and/or manage the Fund Clients' investments in a manner beneficial to Landmark as a result of its indirect ownership in the Adviser and the overall SIH SPV financing arrangement.

### ***Passive Minority Investment by Blue Owl***

As described in Item 4, on June 28, 2023, Stonepeak accepted a minority investment from investment vehicles managed by Blue Owl, a capital provider for institutional alternative asset managers, pursuant to which Blue Owl is entitled to receive less than 15% of the fee income of the Adviser (including management fee income and other income generated from the acquisition, ongoing advisory and transaction fees received by the Adviser in connection with investments by its Fund Clients) and less than 15% of the carried interest, incentive allocation and performance fees with respect to each Fund Client. Blue Owl has no control over the day-to-day operations or investment decisions of Stonepeak as they relate to the Fund Clients, but it has certain customary minority protection rights. Blue Owl is expected to make investment commitments to the Fund Clients, including indirectly through the applicable Stonepeak GPs. The Adviser may have an incentive to provide more favorable terms to Blue Owl than to other investors, provide Blue Owl with individual company co-investment opportunities (in each case subject to the terms and conditions of the governing documents of the Fund Clients and Stonepeak's investment allocation policy) and/or manage Fund Client's investments in a manner beneficial to Blue Owl, in each case as a result of their investments in the Adviser and / or the applicable Stonepeak GPs.

### ***Stonepeak Capital Markets Services***

As described in Item 4 above, Stonepeak has launched Stonepeak Capital Markets, the primary focus of which is to, among other things, arrange, place, underwrite, originate and syndicate loans and underwrite securities of Stonepeak portfolio companies, including underwriting, private offerings and participating in the underwriting syndicate for public offerings.

#### **Stonepeak Securities**

In connection with the foregoing, Stonepeak Securities, an affiliated broker-dealer of Stonepeak, operates as part of Stonepeak Capital Markets and conducts the foregoing services. Stonepeak Securities provides capital markets advisory services to Stonepeak Funds and/or their respective portfolio companies in connection with facilitating mergers and acquisitions, financial restructurings, asset sales, divestitures and other business combination transactions. In addition, Stonepeak Securities will also place debt and equity securities of corporate issuers in transactions that are exempt from registration under the Securities Act, and act as underwriter in connection with the private placement of debt or equity securities on behalf of portfolio companies. In such capacity, Stonepeak Securities will generally act as an initial purchaser or placement agent on a best efforts basis. Stonepeak Securities does not expect to act as the lead underwriter and in most instances would expect to join the underwriting syndicate at the invitation of the lead underwriter and engage on a passive basis.

As described above, certain persons are registered representatives of Stonepeak Securities, which is registered with the SEC as a broker-dealer and is a member of FINRA. The registered representatives of Stonepeak Securities will provide broker-dealer services through Stonepeak Securities to Fund Client (or co-investor) portfolio companies in a manner consistent with the Adviser's fiduciary duties. The relationship the Adviser has with Stonepeak Securities could give rise to a conflict of interest between the Adviser and a Fund Client that receives services from Stonepeak Securities or has an interest in any portfolio company with respect to which Stonepeak Securities provides services. In particular, the Adviser could have an incentive to seek to influence the decision by a portfolio company's management to retain Stonepeak Securities, or to otherwise transact with Stonepeak Securities, instead of other unaffiliated broker-dealers or other service providers or counterparties that could be more appropriate, offer better terms or provide better-quality services. The Adviser could also have an incentive to structure portfolio company transactions, including related co-investment opportunities, so that they require the use of a broker-dealer (and consequently provide an opportunity for Stonepeak Securities to be retained by a portfolio company or acquisition). The Adviser generally will evaluate any such transactions on a case-by-case basis to address any such conflicts. Transactions involving a Fund Client (or co-investor) portfolio company and Stonepeak Securities are also reviewed with regard to the appropriateness of the transaction and any fiduciary obligations. Stonepeak Securities, by virtue of its affiliation, may have access to confidential and/or material non-public information regarding a Fund Client or its portfolio



companies and, subject to applicable law, may use such information in connection with services provided thereby.

### Stonepeak Financial

In addition, Stonepeak Financial (or an affiliate thereof) provides certain capital markets and/or additional credit advisory functions, including but not limited to additional businesses to advise on the issuance of debt or equity and/or to participate in loan origination, syndication and/or servicing. Accordingly, any underwriting spreads or other fees of any kind with respect to any such activities, including spreads or fees (including advisory fees) from any portfolio company of a Fund Client or any other investment vehicle sponsored by a Stonepeak GP, the Adviser or their respective affiliates, will not be offset against the management fee of the applicable Fund Client even if paid by or on behalf of, or are otherwise derived from, portfolio companies.

Stonepeak Capital Markets is expected to collect a variety of fees including the Stonepeak Capital Markets Fees described in Item 5. Certain registered representatives of Stonepeak Securities also are expected to be providing investment advisory services to Fund Clients, including with respect to Fund Client portfolio companies that receive services from Stonepeak Securities. These individuals are subject to the policies and procedures of Stonepeak Securities when engaging in securities-related transactional activities in addition to a Stonepeak Advisor's policies and procedures.

It is possible that Stonepeak Capital Markets will provide financing as part of a third-party purchaser's bid for or acquisition of an investment of a Fund Client. This generally would include circumstances where Stonepeak Capital Markets makes commitments to provide financing at, prior to or around the time such third-party purchaser commits to purchase or purchases such investment from such Fund Client. The involvement of Stonepeak Capital Markets as a provider of debt financing in connection with the potential acquisition of investments by third parties from a Fund Client will give rise to potential or actual conflicts of interest, including the possibility of the general partner of such Fund Client being motivated to cause such Fund Client to agree to terms with a third party with respect to which Stonepeak Capital Markets is providing such debt financing on terms that are less favorable to the applicable Fund Client's portfolio company and/or such Fund Client than might have been obtained from another third party that did not have access to such financing, which could adversely impact such Fund Client.

Stonepeak Capital Markets may, from time to time, hold positions in instruments or securities and/or loans issued by portfolio companies of a Fund Client, including, for example, where Stonepeak Capital Markets commits to fund the shortfall amount, if any, resulting from the incomplete syndication of debt, including loans, or equity. Under such circumstances, Stonepeak Capital Markets may commit to provide capital support for the syndication on a short-term basis (i.e., to provide certainty there will be sufficient capital to complete the proposed transaction) or fund a different instrument or security in the portfolio company of a Fund Client than that held by such Fund Client to facilitate the syndication. In either scenario, Stonepeak Capital Markets typically will sell its holdings prior to a Fund Client disposing of its respective investments in its portfolio company. Such scenarios could give rise to Stonepeak Capital Markets and a Fund Client holding interests in different levels of a portfolio company's capital structure and the potential

conflicts of interests associated therewith. See “Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” for additional information.

Where Stonepeak Capital Markets serves as underwriter with respect to securities of a Fund Client’s portfolio company, such Fund Client will generally be subject to a “lock-up” period following the offering under applicable regulations or agreements during which time its ability to sell any securities that it continues to hold is restricted. This could prejudice such Fund Client’s ability to dispose of such securities at an opportune time and, in turn, adversely impact such Fund Client. In addition, in circumstances where a portfolio company of a Fund Client becomes distressed and the participants in an offering undertaken by such portfolio company may have a valid claim against the underwriter, such Fund Client would have a conflict in determining whether to sue Stonepeak Capital Markets. In circumstances where a non-affiliate broker-dealer has underwritten an offering, the issuer of which becomes distressed, a Fund Client will also have a conflict in determining whether to bring a claim on the basis of concerns regarding Stonepeak Capital Markets’ relationship with the broker-dealer. On the other hand, a conflict of interest also exists to the extent any person within Stonepeak Capital Markets may have a valid claim against a Fund Client’s portfolio company for indemnification relating to Stonepeak Capital Markets’ services.

Stonepeak Capital Markets is expected to provide investment banking, advisory and other services to affiliated or unaffiliated corporations, financial sponsors, management or other third parties. Such services may relate to transactions that could give rise to investment opportunities that are suitable for a Fund Client. In such case, Stonepeak Capital Markets’ client would typically require Stonepeak Capital Markets to act exclusively on its behalf, thereby precluding such Fund Client from participating in such investment opportunities. Stonepeak Capital Markets would not be obligated to decline any such engagements in order to make an investment opportunity available to such Fund Client.

The fees, commissions, upfront placement fees, interest payments and other compensation paid to Stonepeak Capital Markets are required to be on arms’ length terms under the LP Agreements of the Fund Clients. However, there may be significant challenges in establishing arms’ length terms. In connection with the foregoing, it may be challenging to benchmark placement and arranging services provided by Stonepeak Capital Markets against similar services provided by other investment banks, independent placement agents or other service providers, because, among other potential reasons, the services provided by such third parties are often bundled with other services which are not priced separately from one another. As a result, pricing information for the specific services provided by Stonepeak Capital Markets may be limited or may not be as practicable to obtain. In connection with the involvement of Stonepeak Capital Markets with a Fund Client or its portfolio company, it may be required to engage multiple parties alongside Stonepeak Capital Markets to provide the same bundle or level of services that a single third party would be able to provide, leading to less efficient or less effective services being provided by Stonepeak Capital Markets to such Fund Client or its portfolio company. In this case, the services provided by a third party on a standalone basis may be more expensive given they would otherwise be provided as part of a package of other services. Moreover, the provision of such services by Stonepeak Capital Markets and any such methodology (including the choice thereof and any benchmarking, verification or other analysis related thereto) involves inherent conflicts. Subject to the terms of the LP Agreements, any amounts paid to Stonepeak Capital Markets for such services, as well as

the expenses, charges and costs of any benchmarking, verification or other analysis related thereto, will be borne by the Fund Clients as partnership expenses, and will not result in any offset to the management fee.

From time to time, Stonepeak Capital Markets may be engaged on a transaction during the course of execution to the extent Stonepeak Capital Markets or the investment / deal team determines that the transaction execution is not proceeding as planned or where market risk to the issuer is higher than initially expected. In such cases, the compensation payable to Stonepeak Capital Markets would be incremental to the fees previously agreed to by the applicable issuer. While the involvement by Stonepeak Capital Markets in such a case may curtail the potential increase of pricing payable by the issuer or other deterioration of terms affecting the transaction documentation, for example by avoiding the exercise by such underwriters of “market flex” rights, there can be no assurances that Stonepeak’s involvement will have such an effect.

See Items 4 and 5 for additional information about Stonepeak Capital Markets.

### ***Other Activities and Relationships***

The partners or employees of the Adviser, SAH and the Stonepeak Advisors and their respective affiliates serve on the boards of directors of portfolio companies in which the Fund Clients invest. Serving in such capacity could give rise to conflicts to the extent that an employee’s fiduciary duties to a portfolio company as a director conflicts with the interest of the Fund Client. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a portfolio company, actions that would be in the best interest of the portfolio company may not be in the best interests of the Fund Clients and vice versa. Accordingly, in these situations, there will be conflicts of interest between such individual’s duties as an officer or employee of Stonepeak and such individual’s duties as a director of the portfolio company. Conflicts can also arise in cases where a Fund Client makes an investment in a different class of securities relative to any other Fund Client that has an interest in the same portfolio company. See Item 11, “Overlapping Investments” below.

### ***Additional Potential Conflicts***

The officers, directors, members, managers, and employees of the Adviser, SAH and Stonepeak Advisors can trade in securities for their own accounts, subject to restrictions and reporting requirements as required by law or otherwise determined from time to time by the Adviser, SAH and Stonepeak Advisors. To the extent officers, directors, members, managers, and employees of the Adviser, SAH, and Stonepeak Advisors invest in the same securities as a Fund Client (including with respect to co-investment opportunities), such transactions introduce a potential conflict of interest between the interests of such Fund Client and the interests of Stonepeak or its related persons. For example, a potential conflict of interest could arise in that the interested related person could benefit from such a purchase or sale of the applicable securities by such Fund Client.

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

Stonepeak has developed and approved a code of ethics (the “Code of Conduct”) that sets forth standards of ethical conduct for partners and employees and is designed to address and avoid potential conflicts as required under Rule 204A-1 under the Advisers Act. Among other things, the Code of Conduct prescribes standards for dealing with clients/investors ethically, addresses conflicts of interest issues between and among the Adviser, its employees, and its clients, and supplements personal trading and operating procedures.

Stonepeak’s Code of Conduct includes:

- Standards of business conduct required of our supervised persons, which standards reflect our fiduciary obligations and those of our supervised persons;
- Provisions requiring our supervised persons to comply with applicable securities laws;
- Provisions that require all of our “access persons” as that term is defined by the SEC in Rule 204A-1, to report, and the Adviser’s Chief Compliance Officer to periodically review, their personal securities transactions and holdings;
- Provisions requiring supervised persons to report any violation of the Code of Conduct to our Chief Compliance Officer;
- Provisions requiring us to provide each of our supervised persons with a copy of the Code of Conduct and any amendments, and requiring all supervised persons to provide us with a written acknowledgement of their receipt thereof and an annual certification of compliance;
- Provisions to ensure compliance with “pay to play” prohibitions; and
- Provisions requiring access persons to obtain approval before directly or indirectly acquiring beneficial ownership in any security in an initial public offering or private placement.

Stonepeak’s Code of Conduct also applies to SAH, the Stonepeak Advisors and the various GP affiliates. A copy of Stonepeak’s Code of Conduct will be provided to investors and prospective investors upon request.

*Possession of Material, Non-Public Information and Other Trading Restrictions.* By reason of their responsibilities in connection with other activities of Stonepeak, certain Stonepeak investment professionals may acquire confidential or material, non-public information concerning or related to an entity in which Fund Clients have invested, or propose to invest, and the possession of such information may limit the ability of the Adviser to buy or sell particular securities of such entity on behalf of Fund Clients, thereby limiting the investment opportunities or exit strategies available to the Fund Clients. In addition, holdings in the securities of an issuer by Stonepeak or its affiliates may affect the ability of Fund Clients to make certain acquisitions of or enter into certain transactions with such issuer. Furthermore, Stonepeak has established policies and procedures to prevent the abuse of material non-public information which includes procedures for,

among other things, the use and maintenance of restricted trading lists and restrictions on trading on material, non-public information, either personally or on behalf of clients.

*Conflicts of Interest.* Fund Clients and their investors should be aware that there will be occasions when the Adviser, SAH and Stonepeak Advisors and their respective affiliates will encounter potential conflicts of interest in connection with a Fund Client's activities, including certain conflicts of interest relating to the relationship between Stonepeak, on the one hand, and TIAA Advisor Investor and/or the SIH SPV, on the other hand. The following discussion enumerates certain potential conflicts of interest that should be carefully evaluated by Fund Clients and their investors.

- **Allocation of Investments.** To the extent an investment opportunity is appropriate for more than one Fund Client and/or the SIH SPV, such investment opportunity will be allocated between such Fund Clients and/or the SIH SPV by the Stonepeak GPs on a basis that they believe in good faith to be fair and reasonable, taking into account, as applicable, the sourcing of the transaction, the nature of the investment focus of each such other vehicle, the relative amounts of capital available for investment, the terms of such Fund Clients' and/or the SIH SPV's governing agreements (including, without limitation, their investment objectives and guidelines) and legal, tax, regulatory, accounting and other similar considerations deemed relevant by the Stonepeak GPs in good faith. Furthermore, with respect to each Stonepeak closed-end, blind-pool private equity fund, the applicable Stonepeak GPs or their affiliates will not close on any Similar Fund until at least 75% of the capital commitments have been invested, committed or reserved in investments, or until the end of the investment period. Any Similar Fund closed on or prior to the expiration of the investment period will invest in investments alongside the applicable Fund Client until the expiration of the investment period on the same terms and conditions in all material respects, with amounts for investment allocated between the applicable Fund Client and the Similar Fund on a basis that the Stonepeak GPs believe in good faith to be fair and reasonable, unless (i) the advisory committee of the applicable Fund Client consents, (ii) the investment by the applicable Fund Client is legally or contractually prohibited or (iii) as a result of the application of any law, regulation or governmental order, the investment could have a material adverse effect on the applicable Fund Client, the Stonepeak GPs or any of their affiliates. In addition, there is some overlap in the investment types permitted by the various Fund Clients. If the investment committee of more than one Fund Client approves a potential investment, Stonepeak will allocate the investment opportunity in accordance with its allocation policy and procedures. Some Fund Clients have a first-look presumption for investments that fit certain criteria (e.g., relating to a specific geographic area or asset class) as compared to other Fund Clients. As such, circumstances often arise where a Fund Client is not allocated, either in whole or in part, an investment opportunity that fits within its investment mandate due to the fact that a different Fund Client has a first-look presumption with respect to that investment opportunity. However, Stonepeak retains discretion to allocate any investment opportunity for which one Fund Client has a first-look presumption to another Fund Client if Stonepeak determines that such allocation is fair and reasonable in accordance with its allocation policy and applicable Fund Client governing documents.

See “Item 6 – Performance-Based Fees and Side-by-Side Management” for more information.

- **Co-Investments.** Stonepeak regularly offers investors and other third parties the opportunity to co-invest in particular investments alongside the Fund Clients. Subject to the terms of the governing documents of the Stonepeak Funds and Stonepeak’s allocation policy, co-investment opportunities offered to investors will be allocated as determined by the Stonepeak GPs in their discretion, and there is no guarantee for any investor that it will be offered co-investment opportunities. As a general matter, the Stonepeak GPs, in determining the allocation of co-investment opportunities, generally expect to take into account various facts and circumstances deemed relevant by the Stonepeak GPs, including among others, whether a potential co-investor has expressed interest in evaluating co-investment opportunities, whether a potential co-investor has a history of participating in co-investment opportunities with Stonepeak, the size of the potential co-investor’s interest to be held in the underlying portfolio company as a result of the applicable Fund Client’s investment (which is likely to be based on the size of the potential investor’s capital commitment and/or investment in the applicable Fund Client), whether the potential co-investor has demonstrated a long-term or continuing commitment to the potential success of Stonepeak, the applicable Fund Client, or other co-investment and/or other Fund Clients, the timing of the co-investment opportunity, and such other factors that Stonepeak deems relevant under the circumstances. The terms and conditions of any co-investment opportunities will generally be negotiated by the Stonepeak GPs and the potential co-investor on a case-by-case basis. The allocation of co-investment opportunities may involve a benefit to Stonepeak including, without limitation, fees or carried interest from the co-investment opportunity, and capital commitments to the Fund Clients, and such co-investment fees could create an incentive for the Stonepeak GPs to pursue an investment and structure the terms of the Fund Clients’ investment differently than it otherwise would in the absence of such co-investment fees. Stonepeak also expects to offer certain potential co-investors the opportunity to co-invest on more favorable terms in exchange for their participation in, or their commitment to participate in, other Fund Clients and/or affiliates thereof. Co-investment fees realized by Stonepeak and the costs that the co-investor bears, including the extent to which a co-investor would share in any broken-deal costs, are negotiated by Stonepeak on a case-by-case basis. This typically results in the Fund Clients bearing all such broken-deal costs.
- **Performance Allocation.** The existence of the Stonepeak GPs’ Carry in certain of the Stonepeak Funds creates an incentive for the Adviser, SAH and Stonepeak Advisors to propose, or the Stonepeak GPs to make, more speculative investments on behalf of those Fund Clients than it would otherwise make in the absence of such performance-based compensation. In addition, if an investment is suitable for a Stonepeak Fund that generates Carry and a Stonepeak Fund that does not, then the Stonepeak GPs have an incentive to allocate such investment to the Stonepeak Fund that generates Carry. The Adviser’s policies prohibit the allocation of investment opportunities based solely on anticipated compensation or profits to the Adviser or any of its affiliates or professionals, and require the review and approval of the relevant investment committees (comprising senior Stonepeak personnel) for allocations of opportunities that may be appropriate for multiple

Fund Clients. See “Item 6 – Performance-Based Fees and Side-by-Side Management” for more information.

- **Management Fees.** The terms of Stonepeak Fund management fee payments, particularly the change in the applicable management fee rate that typically takes effect at the end of the applicable Stonepeak Fund’s investment period, could present a conflict of interest and give the Adviser and its supervised persons an incentive to recommend certain investments or the timing of exits to maximize management fees.
- **Other Fees.** Stonepeak, SAH and Stonepeak Advisors regularly receive (or, in the case of the SIH SPV, may receive) (i) acquisition fees for investments, (ii) fees for asset management services, and (iii) fees for advisory and/or transaction services provided to companies in which the Fund Clients have an interest. Additionally, Stonepeak, SAH and Stonepeak Advisors regularly receive (or, in the case of the SIH SPV, may receive) fees relating to the Fund Clients’ investments or from unconsummated transactions (i.e., break-up and topping fees, director fees and organization, financing, divestment, and other similar fees). In certain limited circumstances, such activities will be carried out by Stonepeak Capital Markets and fees payable by the Fund Clients’ portfolio companies or co-investors will be paid to Stonepeak Capital Markets. Fund Clients and their limited partners will not receive the benefit of any fees relating to the Fund Clients’ investments or paid by portfolio companies except to the extent they are offset by reduced management fees in accordance with the Fund Clients’ relevant governing documents. However, see “Stonepeak Capital Markets Services” above. As a result, Stonepeak will be incentivized to offer as co-investments amounts that would otherwise be invested by a Fund Client because doing so may result in the receipt of a transaction fee to Stonepeak that is not subject to the management fee offset provisions of the applicable LP Agreements. For greater certainty, Stonepeak, SAH and Stonepeak Advisors engages and retains strategic advisors, Consultants, and other similar professionals who are not employees or affiliates of Stonepeak, SAH and Stonepeak Advisors and who will, from time to time, receive payments from, or allocations with respect to, portfolio companies. See Item 5—“Fees and Compensation” for additional information.
- **Allocation of Expenses.** From time to time, Stonepeak will be required to decide whether costs and expenses are to be borne by a Fund Client, on the one hand, or such Fund Client’s general partner and/or investment advisor, on the other, and/or whether certain costs and expenses should be allocated between or among a Fund Client, on the one hand, and other Fund Clients, on the other hand. Certain expenses may be suitable for only a Fund Client, a particular parallel vehicle or a participating other Fund Client, or specific types or categories of investors in any of the foregoing vehicles which may include, for example, expenses attributable to specific structures or vehicles throughout which one or more investors participate in the investment program of such vehicles such as costs and expense specifically relating to investment structures utilized to facilitate participating in a Fund Client and certain reporting or other obligations and/or expenses of such Fund Client as a result thereof and may be allocated specifically for such vehicles and/or certain investors therein and therefore borne only by such vehicles and/or investors. For example, in the event that any investor does not fund all or any portion of a capital call when due and a Fund Client borrows to fund such investor’s portion of such payment obligation, any fees,

costs, and expenses (including interest expense) incurred by such Fund or the general partner thereof in connection with such borrowing may be charged solely to such investor if determined by such general partner. Alternatively, as is more often the case, expenses may generally be allocated pro rata among each participating Fund Client and each participating vehicle or fund and participating investors even if such expenses relate only to particular vehicle(s) and/or investor(s) therein. Stonepeak will make such allocation judgments in its fair and reasonable discretion, notwithstanding its interest in the outcome, and may make corrective allocations should it determine that such corrections are necessary or advisable. There can be no assurance that a different manner of allocation would not result in a Fund Client bearing less (or more) expenses. The General Partner may also agree with certain limited partners to reimburse certain expenses incurred by such limited partner(s) attributable to specific structures and / or vehicles through which such limited partner(s) participate in the investment program.

- **Side Letter Agreements.** Stonepeak has entered into side letter agreements with certain investors that provide such investors with additional or differential rights, including but not limited to excuse rights applicable to particular investments (which may increase the percentage interest of other investors in, and contribution obligations of other investors with respect to such investments), information rights, waiver of certain confidentiality obligations and withdrawal or transfer rights.
- **Portfolio Company Relationships.** The Fund Clients' portfolio companies may be counterparties or participants in agreements, transactions or other arrangements with portfolio companies of other investment funds managed by Stonepeak, SAH and Stonepeak Advisors or other Stonepeak affiliates that, although Stonepeak determines to be consistent with the requirements of such Fund Clients' governing agreements, might not have otherwise been entered into but for the affiliation with Stonepeak, SAH and Stonepeak Advisors, and which may involve fees and/or servicing payments to Stonepeak-affiliated entities which are not subject to the management fee offset provisions. For example, Stonepeak, SAH and Stonepeak Advisors may cause portfolio companies to enter into agreements regarding group procurement (such as a Group Purchasing Organization), benefits management, and other similar operational initiatives that may result in commissions or similar payments, including related to a portion of the savings achieved by the portfolio company. Stonepeak, including through its operating team and/or capital markets team, has in the past, and is expected in the future to, recommend or make referrals to or introduce, portfolio companies of Fund Clients (and/or service providers to Fund Clients) to portfolio companies of other Fund Clients, and/or may recommend, refer or introduce existing portfolio companies of a Fund Client that are already engaged in business transactions with each other to improve, deepen and/or alter the terms of the business relationship between these portfolio companies. Additionally, Stonepeak may recommend or make referrals to companies which may later on become portfolio companies of a Fund Client and/or companies that were formerly portfolio companies of a Fund Client where members of Stonepeak continue to participate in or otherwise have influence over the management of such former portfolio companies. Stonepeak may engage in such recommendations, references and/or referrals in order to achieve various goals, including, but not limited to, efforts to increase revenue per customer of such companies (e.g. through "cross-sell" and "up-sell" arrangements), efforts to increase



revenue growth of such companies and efforts to increase the customer base and/or revenues of such companies, and, in turn, increase the value of such Fund Client's investment and, in addition, Stonepeak's investment in such companies through its Fund Clients. Likewise, such referrals or introductions may result in other financial benefits such as collaboration between the companies involved. In the event a portfolio company of a Fund Client is introduced to, or asked to use the products or services of one or more portfolio companies of another Fund Client, or otherwise transacts with any such other portfolio company, Stonepeak would have a financial interest in both sides of this transaction. This represents a conflict of interest and there may be transactions of this type that occur that are thus not at arm's length and which could either benefit or harm a Fund Client while in either case benefiting Stonepeak and other Fund Clients. Separately, it is also possible that a portfolio company of a Fund Client could receive and/or use the data of, or share data with, portfolio companies of other Fund Clients.

- **Portfolio Company Service Providers and Vendors.** Each Fund Client and/or its portfolio companies may engage other portfolio companies of such Fund Client and/or other Fund Clients and/or the SIH SPV to provide some or all of the following services: (a) corporate support services (including, without limitation, accounting/audit, account management, corporate secretarial services, data management, directorship services, finance/budget, human resources, information technology, judicial processes, legal, operational coordination (i.e., coordination with JV partners, property managers), risk management, tax and treasury); (b) loan management (including, without limitation, monitoring, restructuring and work-out of performing, sub-performing and nonperforming loans, administrative services, and cash management); (c) management services (i.e., management by a portfolio company, Stonepeak affiliate or third party (e.g., a third party manager) of operational services); (d) operational services (i.e., general management of day to day operations, including, without limitation, construction management, leasing services, project management and property management); and (e) transaction support services (including, without limitation, managing relationships with brokers and other potential sources of investments, identifying potential investments, coordinating with investors, assembling relevant information, conducting financial and market analyses, coordinating closing/post-closing procedures for acquisitions, dispositions and other transactions, coordination of design and development works, overseeing brokers, lawyers, accountants and other advisors, assistance with due diligence, preparation of project feasibilities, site visits, and specification of technical analysis and review of (i) design and structural work, (ii) architectural, façade and external finishes, (iii) certifications, (iv) operations and maintenance manuals and (v) statutory documents). Some of the services performed by portfolio company service providers could also be performed by Stonepeak from time to time and vice versa. Fees paid by a Fund Client or its portfolio companies to other portfolio company service providers (if any) do not offset or reduce the management fee payable by the limited partners of any Fund Client and are not otherwise shared with the Fund Clients. See also "Outsourcing" below.
- **Common Service Providers.** The Adviser and the Stonepeak Funds may engage other common service providers. In such circumstances, there will be a conflict of interest between the Adviser and the Stonepeak Funds in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or

continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Stonepeak Funds.

- **Outsourcing.** The Adviser may outsource, or cause the Fund Clients to outsource, to third parties certain of the services performed for the Fund Clients and/or their portfolio companies, including services (such as administrative, legal, accounting, tax or other related services) that can be and/or historically have been performed in-house by the Adviser and its personnel, and the fees, costs and expenses of such third-party service providers will be borne by the Fund Clients as partnership expenses. Outsourced services include certain services that often would be provided at the Adviser's expense if such services had been performed in-house by the Adviser's personnel. In such cases, the fees, costs and expenses associated with the provision of such services will be borne by the Fund Clients instead of the Adviser, thereby increasing the partnership expenses borne by the limited partners of the Fund Clients. Outsourced services could also include certain services (such as fund administration, transactional legal advice, tax planning and other related services) that may also be provided by the Adviser in-house at a Fund Client's expense. From time to time, the Adviser may provide such services alongside (and/or supplement or monitor) a third-party service provider on the same matter or engagement and, in such cases, to the extent the Adviser's services are reimbursable under the applicable LP Agreements, the overall amount of partnership expenses borne by the limited partners of the relevant Fund Clients will be greater than would the case if only the Adviser or such third-party provided such services.

Determining whether to engage a third-party service provider and the terms (including economic terms) of any such engagement will be determined by the Adviser in its discretion, taking into account such factors as it deems relevant under the circumstances. The Adviser will have an incentive to outsource services to third parties due to a number of factors, including because the fees, costs and expenses of such service providers will be borne by the Fund Clients as partnership expenses (with no reduction or offset to management fees) and retaining third parties will reduce the Adviser's internal overhead and compensation costs for employees who would otherwise perform such services in-house. Such incentives likely exist even with respect to services where internal overhead and compensation are chargeable to the Fund Clients. Moreover, the involvement of third-party service providers may present a number of risks due to, among other factors, the Adviser's reduced control over the functions that are outsourced. There can be no assurances that the Adviser will be able to identify, prevent or mitigate the risks of engaging third-party service providers. The Fund Clients may suffer adverse consequences from actions, errors or failures to act by such third parties, and will have obligations, including indemnity obligations, and limited recourse against them.

Outsourcing may not occur uniformly for all Fund Clients and the expenses that may be borne by such vehicles and accounts vary. Accordingly, certain costs may be incurred by (or allocated to) certain Fund Clients through the use of third-party (or internal) service providers that are not incurred by (or allocated to) certain other Fund Clients for similar services.

- **Investments in Different Levels of the Capital Structure.** One or more Stonepeak Vehicles, including Stonepeak Credit Fund I, the SIH SPV or any affiliate thereof, will invest in debt securities and other obligations relating to investments of other Stonepeak Vehicles, including portfolio companies in which such other Stonepeak Vehicles make or have an investment. Conflicts of interest will likely arise between or among the Stonepeak Vehicles in connection with such debt securities and other obligations. For example, if a Stonepeak Vehicle makes or has an equity investment in a portfolio company in which another Stonepeak Vehicle has an investment, or if one Stonepeak Vehicle, through the purchase of debt obligations or otherwise, becomes a lender to a portfolio company in which another Stonepeak Vehicle has a debt or equity investment, or if two or more Stonepeak Vehicles participate in separate tranches of a fundraising with respect to a portfolio company, Stonepeak will generally have conflicting loyalties between its duties to the Stonepeak Vehicles. In that regard, actions may be taken for the benefit of a Stonepeak Vehicle that are adverse to another Stonepeak Vehicle and vice versa. In addition, subject to the terms of the applicable governing documents, which shall control, in connection with such investments in the same issuer, Stonepeak will generally seek to implement certain procedures to mitigate conflicts of interest which typically involve (i) a forbearance of rights, including certain non-economic rights, relating to a Stonepeak Vehicle, such as where Stonepeak causes a Stonepeak Vehicle to decline to exercise certain control-and/or foreclosure-related rights with respect to a portfolio company (including following the vote of other third party lenders generally (or otherwise recusing itself with respect to decisions), and/or (ii) the applicable general partner, managing member or other similar managing fiduciary may cause a Stonepeak Vehicle to recuse itself from participating in any decisions related to equity or debt securities and/or other obligations held by such Stonepeak Vehicle, including in each case with respect to actions and/or decisions with respect to defaults, foreclosures, workouts, restructurings, and/or exit opportunities), subject to certain limitations. There can be no assurance that any such conflict will be resolved in favor of a Stonepeak Vehicle and Stonepeak may be required to take action where it will have conflicting loyalties between its duties to the Stonepeak Vehicles which may adversely impact a Stonepeak Vehicle. In addition, Stonepeak may structure an investment to permit the SIH SPV, another fund focused on credit investments or any affiliate thereof to participate in one or more debt tranches of the capital structure of a portfolio company of a Fund Client (either together with, or separate from, participation alongside the portfolio investment made by such Fund Client). Stonepeak may face conflicts of interests arising from the different interests held by different Stonepeak Vehicles in the underlying portfolio company (e.g., with respect to the terms of high yield securities or other debt or other instruments, the enforcement of covenants, the terms of recapitalizations and the resolution of workouts or bankruptcies). It is possible that in a bankruptcy proceeding one Stonepeak Vehicle's interests may be adversely affected by virtue of the involvement and actions of another Stonepeak Vehicle relating to its investment.

- **Subscription Facility and Capital Calls.** A general partner may fund the making of investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors) prior to calling commitments. The interest expense and other costs of any such borrowings will be expenses of the applicable Fund Client and, accordingly, decrease net returns of such Fund Client. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made. In light of the foregoing, the general partners have an incentive to cause Fund Clients to borrow in this manner in lieu of drawing down commitments. As a general matter, use of leverage in lieu of drawing down commitments amplifies returns (either negative or positive) to limited partners.
- **Transactions with Potential and Actual Investors and Co-Investors.** Prospective investors should note that Stonepeak and its affiliates from time to time engage in transactions with prospective and actual investors and co-investors that entail business benefits to such investors. Such transactions may be entered into prior to, or coincident with, an investor's admission to a Fund Client (or commitment to co-invest) or during the term of such investor's investment. The nature of such transactions can be diverse and may include benefits relating to a Fund Client and its portfolio companies. Examples include the ability to co-invest alongside a Fund Client and/or its affiliates, sales of companies to investors and recommendations to underwriters for allocations in initial public offerings or loans to co-investors (or joint venture partners) by Stonepeak.
- **Principal Transactions.** Section 206 under the Advisers Act regulates principal transactions among an investment adviser and its affiliates, on the one hand, and the clients thereof, on the other hand. Very generally, if an investment adviser or an affiliate thereof (which meets or exceeds certain ownership thresholds) proposes to purchase a security from, or sell a security to, a client (what is commonly referred to as a "principal transaction"), the adviser must make certain disclosures to the client of the terms of the proposed transaction and obtain the client's consent to the transaction. In connection with the Adviser's management of the Fund Clients, the Adviser may engage in principal transactions. The Adviser has established certain policies and procedures to comply with the requirements of the Advisers Act as they relate to principal transactions, including that disclosures required by Section 206 of the Advisers Act be made to the applicable Fund Client(s) regarding any proposed principal transactions and that any required prior consent to the transaction be received. In addition, the LP Agreements may contain additional criteria in connection with the Fund Clients or the Adviser engaging in principal transactions.
- **Time and Attention of the Stonepeak Investment Professionals.** The Stonepeak investment professionals will devote such time and attention to the conduct of a Fund Client's business as such business will reasonably require. However, there can be no assurance, for example, that such investment professionals will devote any minimum number of hours each week to the affairs of the Fund Client or that they will continue to be employed by Stonepeak. If such investment professionals cease to be actively involved

with the Fund Client, investors in the Fund Client will be required to rely on the ability of Stonepeak to identify and retain other investment professionals to conduct the Fund Client's business. Further, Stonepeak personnel, including members of the investment committee of any Fund Client and the Global Energy Group, will work on other projects, serve on other committees (including boards of directors) and source potential investments for and otherwise assist the investment programs of other Fund Clients (including future Fund Clients) and their portfolio companies, including other investment programs to be developed in the future, and, therefore, conflicts are expected to arise in the allocation of personnel, personnel's time and resources. For example, the Global Energy Group consolidates certain sectors across multiple Fund Clients, including the relevant deal team members associated with such sectors. As a result, it is possible that some of the members of a Fund Client's investment team could also be working on investment activities related to another Fund Client (including any Fund Client that may be formed in the future to invest in any of the sectors that comprise the Global Energy Group), and, therefore, it is possible that not all of such members' business time will be devoted to such Fund Client. Even key personnel of a Fund Client's investment team who devote substantially all of their time to such Fund Client's investment activities may, potentially, not be devoting time predominantly, or solely, to such Fund Client. Time spent on these other initiatives diverts attention from the activities of a Fund Client, which could negatively impact such Fund Client and its investors. Furthermore, the Stonepeak GPs, the Advisers and Stonepeak-personnel derive financial benefit from these other activities, including fees and performance-based compensation. These and other factors create conflicts of interest in the allocation of time by Stonepeak personnel. Stonepeak's determination of the amount of time necessary to conduct a Fund Client's activities will be conclusive, and such Fund Client's investors rely on Stonepeak's judgment in this regard.

- **Personnel.** Stonepeak may hire short-term or long-term personnel (or interns or consultants) who are relatives of or are otherwise associated with an investor, portfolio company or a service provider. Although reasonable efforts are made to mitigate any potential conflicts of interest with respect to each particular situation, there is no guarantee that Stonepeak can control for all such potential conflicts of interest, and there may continue to be an ongoing appearance of a conflict of interest. For example, certain employees and other professionals of Stonepeak have family members or relatives that are actively involved in the private equity industry and/or have business, personal, financial or other relationships with companies in the private equity industry (including the investment banks, advisors and service providers described above), which gives rise to potential or actual conflicts of interest. For example, such persons might be employees, officers, directors or owners of companies or assets which are actual or potential investments of a Fund Client or other counterparties of the Fund Client and its portfolio companies and/or assets. Moreover, in certain instances, the Fund Client or its portfolio companies may purchase or sell companies or assets from or to, or otherwise transact with, companies that are owned by such family members or relatives or in respect of which such family members or relatives have other involvement. In most such circumstances, the applicable Fund Client's governing agreement will not preclude the Fund Client from undertaking any particular investment activity and/or transaction. To the extent Stonepeak determines appropriate, conflict mitigation strategies will be put in place with respect to a particular

circumstance, such as internal information barriers or recusal, disclosure or other steps determined appropriate by the applicable general partner.

- **Diverse Investor Base.** The investors in the Fund Clients include taxable and tax-exempt entities and include persons or entities organized in multiple jurisdictions. The various types of investors may have conflicting investment, tax and other interests with respect to their investment in the Fund Clients. When considering a potential investment, the general partner of a Fund Client will generally consider the investment objectives of the Fund Client, as a whole, not the investment objectives of any investor, fund vehicle or parallel fund individually. Consequently, the general partner of a Fund Client will make decisions from time to time that could be more beneficial to one type of investor or fund vehicle than another.
- **Valuation Matters.** The fair value of all investments or of property received in exchange for any investments will be determined by Stonepeak in accordance with Stonepeak's valuation policies and procedures pursuant to the applicable Fund Client's governing agreement. Accordingly, the carrying value of an investment may not reflect the price at which the investment could be sold in the market, and the difference between carrying value and the ultimate sales price could be material. The valuation of investments will affect the amount and timing of the applicable general partner's performance-based compensation and, under certain circumstances, the amount of management fees payable by the applicable Fund Client. The valuation of investments will also affect the pricing of investor admissions and redemptions, in the case of open-ended Fund Clients. Valuations are subject to determinations, judgments and opinions and other third parties or investors may disagree with such valuations. The valuation of investments may also affect the ability of Stonepeak to raise a successor fund to a Fund Client. As a result, there are likely to be circumstances where Stonepeak is incentivized to determine valuations that are higher than the actual fair value of investments.
- **Insurance.** Stonepeak will cause a Fund Client to purchase, and/or bear premiums, fees, costs and expenses (including any expenses or fees of insurance brokers) for, insurance to insure the Fund Client, the applicable general partner, the applicable advisor, Stonepeak and/or their respective directors, officers, employees, agents, representatives, members of the advisory committee of such Fund Client (if any) and other indemnified parties, against liability in connection with the activities of the Fund Client. This includes a portion of any premiums, fees, costs and expenses for one or more "umbrella" or other insurance policies maintained by Stonepeak that cover the Fund Client and any other Stonepeak Funds, the applicable general partner, the applicable advisor and/or Stonepeak (including their respective directors, officers, employees, agents, representatives, members of the advisory committee of such Stonepeak Fund and other indemnified parties). Stonepeak will make judgments about the allocation of premiums, fees, costs and expenses for such "umbrella" or other insurance policies among the Fund Client, other Stonepeak Funds, the applicable general partner, the applicable advisor and/or Stonepeak on a fair and reasonable basis, in its sole discretion, and may make corrective allocations should it determine subsequently that such corrections are necessary or advisable. There can be no assurance that a different

allocation would not result in the Fund Client bearing less (or more) premiums, fees, costs and expenses for insurance policies.

- **Stonepeak Policies and Procedures.** Policies and procedures implemented by Stonepeak from time to time (including as may be implemented in the future) to mitigate potential conflicts of interest and address certain regulatory requirements and contractual restrictions may reduce the synergies across Stonepeak's areas of operation or expertise that a Fund Client expects to draw on for purposes of pursuing attractive investment opportunities. Because Stonepeak has other activities beyond any Fund Client, it is subject to a number of actual and potential conflicts of interest, additional regulatory considerations, and more legal and contractual restrictions than that to which it would otherwise be subject if it focused only on such Fund Client and/or if it did not pursue both private equity and distressed investments. In addressing these conflicts and regulatory, legal, and contractual requirements across its various businesses, Stonepeak has implemented and may in the future implement certain policies and procedures (such as, for example, information walls) that may reduce the positive synergies that a Fund Client expects to utilize for purposes of finding attractive investments. In that regard, it is possible that in the future Stonepeak may establish information barriers or other forms of separation between certain professionals, such as those who are primarily involved in trading marketable securities or liquid instruments or distressed investments, on the one hand, and other professionals, such as others who are primarily involved in privately negotiated or illiquid investments, on the other, and in any such event it is possible that a Fund Client may not be able to avail itself of the full resources of Stonepeak. There can be no assurance that walling off procedures can be implemented efficiently or successfully in all cases.
- **Stonepeak Capital Markets.** As described in Item 5 and Item 10, Stonepeak Capital Markets, a Stonepeak affiliate, is expected to provide investment banking, advisory and other syndication services to affiliated or unaffiliated corporations, financial sponsors, management or other persons. Such services could relate to transactions that could give rise to investment opportunities that are suitable for Fund Clients. In such case, the relevant Stonepeak affiliate's particular client would typically require it to act exclusively on its behalf, thereby precluding Fund Clients from participating in such investment opportunities. Stonepeak Capital Markets would not be obligated to decline any such engagements in order to make an investment opportunity available to Fund Clients. In addition, Stonepeak Capital Markets could come into the possession of information through these new businesses that limits a Fund Client's ability to engage in potential transactions.

Where a Stonepeak affiliate acts as a lender to a portfolio company in which Fund Clients hold investments in the same or different levels of the capital structure, the arrangement may lead to a conflict between such Stonepeak affiliate and the Fund Clients, including in the event of a default by, or the liquidation of, the portfolio company or a restructuring or renegotiation of the terms of the loan. In certain circumstances, including, without limitation, where a portfolio company becomes distressed and the participants in the relevant offering have a valid claim against the underwriter, the participating Fund Clients may have a conflict in determining whether to seek recourse or sue such Stonepeak

affiliate. Stonepeak affiliates could also be incentivized to structure portfolio company transactions, including related co-investment opportunities, so that they require the use of a broker-dealer (and consequently provide an opportunity for Stonepeak Securities to be retained by a portfolio company or acquisition company established for the relevant transaction and generate fees, including underwriting, placement, transaction and syndication fees, commissions, underwriting discounts, interest payments or other compensation for such an affiliated broker).

For additional information regarding the foregoing or the risks and conflicts of interest with respect to any fund or investment vehicle sponsored, advised or managed by Stonepeak, please carefully review the Confidential Private Placement Memorandum, if applicable, or subscription documents of the applicable Stonepeak fund or investment vehicle.



## **Item 12 - Brokerage Practices**

The Adviser has discretion to select brokers and dealers to execute securities transactions for its Fund Clients. The Adviser seeks to obtain the best prices and executions for orders executed for its Fund Clients, taking into account quantitative and qualitative factors affecting execution quality of portfolio transactions. The Adviser evaluates relationships with investment banks periodically and may make mandate decisions based on the value of the relationship to the Adviser's Fund Clients, including but not limited to referrals for unique investment ideas, deep sector relationships, or other factors.

The Adviser may use broker-dealers to sell a portfolio company, place financing at a portfolio company, or in limited circumstances, to support the acquisition of a portfolio company. In no event does the Adviser refer Fund Client investors to such broker-dealers. The Adviser believes that it will pay customary market fees for services received and does not otherwise make its selection in order to obtain soft dollar benefits. The Adviser meets numerous broker-dealers who present investment ideas or otherwise offer to make introductions to parties that have assets that may be of interest for a Fund Client. If the Adviser were to use client brokerage commissions to obtain research or other products or services, the Adviser would receive a benefit because it would not have to produce or pay for the research, products or services received from the broker-dealer. Although the Adviser may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on its Fund Clients' interest in receiving most favorable execution, any decision to otherwise engage the broker dealer in support of executing a possible acquisition will first and foremost take into account the advantage of using such broker-dealer in consummating a transaction that the Adviser believes to be in the best interest of the Fund Clients at compensation levels the Adviser believes to be at reasonable market rates.

## **Item 13 - Review of Accounts**

### **Oversight and Monitoring**

The Adviser's Fund Client accounts, investment plans and portfolio investments are reviewed regularly (at least monthly) by the Adviser's investment professionals. In addition, the Adviser's investment professionals meet in person with portfolio company management at least quarterly. These professionals monitor operations, overall performance, financial performance, and strategic direction of portfolio companies invested in by each Fund Client.

### **Reports to Clients**

Fund Clients receive quarterly reports on the financial performance of their investments and audited annual reports. Fund Clients and their investors have the ability to access these reports, performance and valuation data concerning portfolio companies, receive capital call and other Fund information via a password-protected website.

The Adviser creates tailored reports to meet the needs of the individual Fund Clients. Each quarter, its Fund Clients (and their investors) will receive a written report that include both qualitative and quantitative review of their investment portfolios including performance data, portfolio construction, material developments, and information that, in the judgment of the general partner of each Fund Client and the Adviser, is appropriate.

## **Item 14 - Client Referrals and Other Compensation**

As described in Item 5 (Fees and Compensation) and in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading), in addition to management fees payable and carried interests allocable to the Adviser and its affiliates, the Adviser (or, in certain circumstances, Stonepeak Capital Markets) regularly receives acquisition, ongoing advisory and transaction fees in connection with investment by its private equity fund clients.

From time to time, the Adviser's Fund Clients will engage third parties to solicit investors. Fees payable to such third parties will be borne by the applicable Fund Client and will reduce management fees to the Adviser for those investors subject to the placement arrangement.

## **Item 15 - Custody**

The Adviser complies with Rule 206(4)-2 under the Advisers Act by engaging a third party qualified custodian to maintain the funds and securities of the Fund Clients except for certain privately offered securities as defined under Rule 206(4)-2 and having an independent public accountant perform an annual audit of its Fund Clients and distributing the audited financial statements to the Adviser's Fund Clients and their investors within 120 days of the end of their fiscal years.

## **Item 16 - Investment Discretion**

Investment advice is provided directly to the Fund Clients and not individually to the investors in the Fund Clients. The Advisers maintain the authority to manage or advise the Fund Clients on a discretionary basis, subject to investment guidelines, objectives, limitations and other similar provisions and terms which are generally established in the governing documents of the applicable Fund Client.

## **Item 17 - Voting Client Securities**

From time to time, the Adviser's clients will hold public company securities, and the Adviser will apply policies reasonably designed to comply with the requirements of the Advisers Act. The Adviser will vote proxies in a manner that serves the best interest of the Fund Clients, as determined by the general partner of the relevant Fund Client in its sole discretion, taking into account relevant factors, including (i) the impact on the value of the securities owned by the Fund Client and the returns on those securities; (ii) alignment of the portfolio company management's interest with the Fund Client's interest, including establishing appropriate incentives for management; (iii) the ongoing relationship between the Fund Client and the portfolio companies in which it invests, including the continued or increase availability of portfolio information, and (iv) industry business and practices. Possible conflicts are expected to be disclosed and discussed by the relevant Fund Client's advisory committee.

Fund Clients and their investors can obtain upon request a copy of proxy voting policies and procedures and information regarding how their securities were voted in the past.

## **Item 18 - Financial Information**

Stonepeak is not aware of any financial condition that could impair Stonepeak's ability to meet its contractual or fiduciary obligations to its Fund Clients. Stonepeak has not been the subject of a bankruptcy proceeding since its inception.

## **Item 19 - Requirements for State-Registered Advisers**

Not Applicable.