

ANNEX A

None of ACM, Alkeon Capital Advisers, LLC, Alkeon Capital Offshore, LLC or any other persons connected with ACM as specified in paragraph (d)(1) of the Rule (each a “Covered Person”) has had a Disqualifying Event as set forth below:

1. Criminal Convictions

Any felony or misdemeanor in the past ten years that:¹

1. was in connection with the purchase or sale of any security;
2. involved the making of any false filing with the Securities and Exchange Commission (the “SEC”); or
3. arose out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities.

2. Certain Injunctions and Restraining Orders

Any order, judgment or decree of any court of competent jurisdiction, entered within the last five years, that, currently, restrains or enjoins a Covered Person from engaging or continuing to engage in any conduct or practice:²

1. in connection with the purchase or sale of any security;
2. involving the making of any false filing with the SEC; or
3. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities.

3. Certain Final Regulatory Actions

A final order³ of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

¹ Actions taken by non-U.S.-based courts and regulators do not need to be disclosed on this Questionnaire.

² Injunctions and orders issued by foreign courts do not need to be disclosed on this Questionnaire.

³ A final order is a written directive or declaratory statement issued by a federal or state agency under statutory authority that provides for notice and an opportunity for hearing, which constitutes a final disposition or action. A final order includes ex parte orders, as well. An order may be deemed final even if it is subject to appeal and a final order may be disqualifying even without a hearing, provided that the statutory authority provided for an opportunity for a hearing.