

2. INTRODUCTION

Alkeon Growth PW Partners, LP is a Delaware limited partnership (the "Partnership") formed for the purpose of investing its assets in accordance with the investment objective set forth in this Confidential Private Offering Memorandum (the "Memorandum") and the Partnership's Limited Partnership Agreement (the "Partnership Agreement"), each as may be amended from time to time. The Partnership invests in a broad range of financial instruments and other investments. Alkeon Capital Advisers, LLC, a Delaware limited liability company, is the general partner of the Partnership (the "General Partner") and is responsible for managing the business of the Partnership. Alkeon Capital Management, LLC, a Delaware limited liability company that is registered as an investment adviser with the Securities and Exchange Commission (the "SEC"), is the investment manager (the "Investment Manager") of the Partnership. Panayotis ("Takis") Sparaggis, the controlling person and Chief Investment Officer of the Investment Manager and the controlling person of the General Partner, serves as the Partnership's principal portfolio manager (the "Portfolio Manager") and as the lead member of the Investment Manager's investment team. Other members of the investment team assist Mr. Sparaggis in his role as the Partnership's Portfolio Manager.

The Partnership invests substantially all of its assets through a "master-feeder" fund structure in Alkeon Growth Master Fund, Ltd. (the "Master Fund"), a Cayman Islands exempted company. Alkeon Growth Offshore Fund, Ltd., a Cayman Islands exempted company (the "Offshore Feeder"), and other investment vehicles also invest their assets in the Master Fund and other investment vehicles may be formed in the future to invest in the Master Fund. Each investment vehicle, including the Partnership, that invests in the Master Fund indirectly shares the expenses of the Master Fund pro rata based on its interest in the Master Fund. The Investment Manager also serves as the investment manager to the Master Fund and the Offshore Feeder. Unless otherwise indicated, references in this Memorandum to the investment activities of the Partnership mean the investment activities of the Partnership indirectly through its investment in the Master Fund, and other references to the Partnership may, to the extent appropriate, include both the Partnership and the Master Fund.

This Memorandum sets forth the investment objective and method of operation of the Partnership, the principal terms of the Partnership Agreement and certain other pertinent information. However, this Memorandum does not set forth all the provisions and distinctions of the Partnership Agreement that may be significant to a particular prospective limited partner of the Partnership (each, a "Limited Partner"; collectively, the "Limited Partners"; and, together with the General Partner, the "Partners"). Each prospective limited partner should examine this Memorandum, the Partnership Agreement and the Subscription Agreement accompanying this Memorandum in order to assure itself that the terms of the Partnership Agreement and the Partnership's investment objective and investment program are satisfactory to it. See Section 9, "Admission of Partners; Additional Capital Contributions."

Prospective Limited Partners are invited to review any non-proprietary materials available to the General Partner relating to the Partnership, the operations of the Partnership and any other matters regarding this Memorandum. All such materials are available for review at the office of the Partnership at any reasonable hour after reasonable prior notice. The General Partner will afford prospective Limited Partners the opportunity to ask questions of and receive answers from its representatives concerning the terms and conditions of the offering and to obtain any additional information to the extent that the General Partner or the Partnership possesses such information or can acquire it without unreasonable effort or expense.