

Disclosure Statement

Deutsche Bank Securities Inc., acting through its Asset & Wealth Management division (the "Solicitation Agent"), Alkeon Capital Management, LLC (the "Adviser") and Alkeon Growth PW Partners, LP and Alkeon Growth Offshore Fund, Ltd. (the "Funds" and each a "Fund") have entered into an agreement pursuant to which the Solicitation Agent has agreed to consider the Solicitation Agent's clients and prospective clients for whom an investment in the Fund may be suitable and to refer such persons to the Adviser for potential subscription of interests in the Fund (the "Interests"). The Solicitation Agent is not affiliated with either the Fund or the Adviser.

As compensation for these activities, the Solicitation Agent will receive from clients investing in the Fund a "Placement Fee" in an amount up to 2.5% of the gross investment in the Fund by each person referred by the Solicitation Agent to the Adviser. Further, the Solicitation Agent will receive from the Adviser a "Solicitation Fee" equal to 50% of the Management Fees (as defined in the Fund's Offering Memorandum) to be received by the Adviser with respect to the value of the aggregate investments made by such persons (after deduction of any Placement Fees paid or payable to the Solicitation Agent) in the Fund. Other than the foregoing fees, no additional fees or other amounts will be charged to investors by the Fund as a result of the Solicitation Agent's involvement. Investors in the Fund that are referred by the Solicitation Agent to the Adviser will not pay increased Management Fees or other similar compensation to the Solicitation Agent, the Adviser or the Fund as a result of the referral.

Given the existence of the compensation arrangements described above, the Solicitation Agent may benefit financially from referring clients to the Fund rather than to other competitive hedge funds or other products that may also be appropriate for particular clients. As a result, the Solicitation Agent's receipt of such payments from the Funds or the Adviser creates a potential conflict of interest in the form of an additional financial incentive to the Solicitation Agent, its equity owners and investment representatives to refer clients to the Fund. In addition, the Solicitation Agent or its affiliates may earn compensation from the Funds or their affiliates through arrangements that may or may not directly involve the Solicitation Agent, such as the provision of brokerage or prime brokerage services or research. Employees of the Solicitation Agent or its affiliates, including their investment representatives who may offer Interests to clients, may now or in the future own Interests in the Fund.

Investor: Please sign this Disclosure Statement and Acknowledgement below and return it via mail to: Deutsche Asset Wealth Management, Hedge Fund Execution Team, Attn: Alex Litvin, 5022 Gate Parkway, Suite 400, Jacksonville, FL 32256, Mail Stop JCK-01-215. Please retain a copy for your records.

Acknowledgement of Receipt

The undersigned (1) acknowledges that it has reviewed and understands the information presented in this Disclosure Statement, (2) acknowledges receipt of Part 2 of the Adviser's Form ADV and (3) acknowledges that it has read and understood the Offering Materials prior to subscribing for Interests in the Fund.

In addition, and notwithstanding anything to the contrary in the undersigned's subscription agreement with the Fund or any of the Fund's other constituent, offering and/or governing documents and agreements, the undersigned hereby agrees that the Fund and the Adviser may provide information regarding the undersigned and its investment in the Fund to the Solicitation Agent.

Signature

Name (print or type)

Date

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