

*Proprietary and Confidential*

**Glendower Access Secondary Opportunities IV (U.S.), L.P.  
Amended and Restated Limited Partnership Agreement**

AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT, dated as of **April 11, 2018** (this "Agreement"), by and among Glendower Access Secondary Opportunities IV GP LLC, as the sole general partner (the "General Partner"), and those firms, corporations and other Persons listed on the List of Partners as limited partners who execute a counterpart of this Agreement (the "Limited Partners"). The General Partner and the Limited Partners are sometimes referred to herein collectively as the "Partners."

WHEREAS, by an agreement dated **January 8<sup>th</sup>, 2018** and made by and between the General Partner and the Initial Limited Partner (the "Initial Agreement"), the General Partner and the Initial Limited Partner formed Glendower Access Secondary Opportunities IV (U.S.), L.P. (the "Partnership") by the filing of the Certificate of Limited Partnership with the Office of the Secretary of State of the State of Delaware on **January 8<sup>th</sup>, 2018**.

WHEREAS, on the date hereof, the General Partner desires to admit additional persons to the Partnership as Limited Partners and the Initial Limited Partner desires to withdraw from the Partnership; and

WHEREAS, in connection with such admissions and withdrawal, the parties desire to amend and restate the Initial Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby amend and restate the Initial Agreement to read in its entirety as follows:

## ARTICLE 1 - DEFINITIONS

### 1 DEFINITIONS.

Capitalized terms used herein and not otherwise defined have the meanings assigned to them in Appendix I hereto. As used herein, the term "Partner" shall also include, as applicable in the General Partner's sole discretion, any Persons for whom an Approved Agent is recorded on the books and records of the Partnership as nominee or agent, notwithstanding that such Partner is not recorded on the books and records.

## ARTICLE 2 - ORGANIZATION; POWERS

### 2.1 CONTINUATION OF LIMITED PARTNERSHIP.

The Partners agree to continue the Partnership subject to the terms of this Agreement in accordance with the Delaware Revised Uniform Limited Partnership Act, as amended from time to time (the "Delaware Act"), and the Initial Agreement is hereby amended and restated in its entirety by its deletion and replacement by this Agreement. The Initial Limited Partner hereby withdraws from the Partnership simultaneously with the admission of the first additional Limited Partner, and none of the Partners shall have any claim against the Initial Limited Partner as such.