

taxable years beginning on or after January 1, 2018, an audit resulting in an adjustment to any item of the Fund's income, gain, loss, deduction or credit (or adjustment of the allocation of any such items among the Partners), and any tax (including interest and penalties) attributable to such adjustment, may be determined and collected at the Fund level in the year of such adjustment. In that event, under the Fund Partnership Agreement, the Fund will allocate such tax among the Partners as determined by the Manager, and each Partner may be required to contribute to the Fund (which contribution shall not be treated as an advance and will not reduce such Partner's undrawn Commitment) the amount of such tax allocated to it. As a result, a Partner may bear liability for the adjustment in an amount that exceeds the taxes that the Partner (or its predecessor in interest) would have paid if the adjustment had been applied at the partner level. Alternatively, the Manager may elect to send an adjusted Schedule K-1 to each person who was a Partner in the taxable year reviewed on audit (the "**Push-Out Election**"). In that event, each such person (whether a current or former Partner) may elect to pay any resulting tax (including interest and penalties) or, in the case of a person that is itself treated as a partnership or other flow-through vehicle for U.S. federal income tax purposes, such person may further push out the adjustment to the next tier of partners. Non-U.S. Investors may be required to file U.S. tax returns as a result of a Push-Out Election. Under the Push-Out Election, the interest rate for any resulting underpayments of taxes in the case of individuals and certain other Partners will be higher than would otherwise be the case. There is some uncertainty regarding the interpretation and implementation of these partnership audit procedures.

No dividends received deduction. Investors that are U.S. corporations will not be eligible for the dividends received deduction with respect to dividends received by the Fund (including indirectly through Fund Secondaries) from non-U.S. corporations.

Passive foreign investment companies. The Fund may invest (including indirectly through Fund Secondaries) in non-U.S. corporations treated as "passive foreign investment companies" ("**PFICs**"). A U.S. Investor's share of certain distributions from a PFIC and gain from the disposition by the Fund of an interest in a PFIC or in a Fund Secondary that holds an interest in a PFIC could be subject to a substantial interest charge and could be characterized as ordinary income (rather than as capital gain) in whole or in part. If a U.S. Investor (or, in the case of a U.S. Fund Secondary, such U.S. Fund Secondary) makes a "qualified electing fund" ("**QEF**") election with respect to a PFIC, the U.S. Investor would in general be required to include in income annually its share of the PFIC's current income and net capital gains (losses are not currently deductible), but would avoid the interest charge and ordinary income treatment described above. A QEF election may affect the timing, character and amount of income recognized by a U.S. Investor, and in particular may result in a U.S. Investor recognizing income subject to tax prior to the receipt by the Fund of any distributable proceeds. There can be no assurance that a QEF election will be available with respect to any PFIC in which the Fund directly or indirectly invests. U.S. Investors may be required to file an annual report with respect to any PFIC in which the Fund invests (including indirectly through a Fund Secondary).

Controlled foreign corporations. The Fund may invest (including indirectly through Fund Secondaries) in non-U.S. corporations treated as "controlled foreign corporations" ("**CFCs**"). A U.S. Investor could have current inclusions of certain undistributed income of a CFC under certain circumstances. Furthermore, gain from the disposition by the Fund of an interest in a CFC or in a Fund Secondary that holds an interest in a CFC could be characterized as a dividend or ordinary income (rather than as capital gain) in whole or in part.

Certain transactions. The Fund may acquire (including indirectly through Fund Secondaries) certain debt obligations, preferred stock and other types of investments that generate taxable income to the Investors without a corresponding cash distribution. The Fund may engage (including indirectly through Fund Secondaries) in hedging, foreign currency and derivative transactions that may have special timing, character and source rules for U.S. federal income tax purposes.

Restrictions on deductibility of expenses and other losses. It is anticipated that the Fund's expenses (including the General Partner's Share) generally will be investment expenses treated as miscellaneous itemized deductions, rather than trade or business expenses, with the result that any individual who is an Investor (either directly or through an Investor that is a partnership or other pass-through entity) will not be permitted to claim a U.S. federal income tax deduction for such expenses for taxable years beginning before January 1, 2026, and thereafter may be limited in his or her ability to claim a U.S. federal income tax deduction for such expenses. In the case of investments in entities treated as partnerships or as disregarded from their owners for U.S. federal income tax purposes and that are engaged in trade or business ("**Operating Partnerships**"), the "passive activity loss" rules, the "at-risk" rules and the limitation on "excess business losses" could limit the deductibility of losses derived from such investments and the portion of the Fund's