

“Annual Meeting” shall have the meaning set forth in Section 8.3.

“Applicable Points” shall mean (a) with respect to (i) a Limited Partner (other than a Feeder Fund) whose Commitment is less than \$50 million and (ii) an investor in a Feeder Fund whose commitment (or equivalent) to such Feeder Fund is less than \$50 million, zero basis points, (b) with respect to (i) a Limited Partner (other than a Feeder Fund) whose Commitment is \$50 million or more but less than \$100 million and (ii) an investor in a Feeder Fund whose commitment (or equivalent) to such Feeder Fund is \$50 million or more but less than \$100 million, 10 basis points; and (c) with respect to (i) a Limited Partner (other than a Feeder Fund) whose Commitment is \$100 million or more and (ii) an investor in a Feeder Fund whose commitment (or equivalent) to such Feeder Fund is \$100 million or more, 20 basis points.

“Authorised Person” shall mean a Person who is an authorised person for the purposes of FSMA and whose Part 4A permission under FSMA includes ‘managing an AIF’.

“Available Assets” shall mean, as of any date, the excess of (a) the cash, cash equivalent items and other Temporary Investments held by the Fund over (b) the sum of the amount of such items as the General Partner determines in its reasonable discretion and in good faith to be necessary or appropriate for the payment of the Fund’s expenses, liabilities and obligations (including, for the avoidance of doubt, drawings on account of the General Partner’s Share), (whether fixed or contingent, current or future) other than the Loans, or for the establishment of appropriate reserves for such expenses, liabilities and obligations as may arise, including the maintenance of adequate working capital for the continued conduct of the Fund’s investment activities and operations and amounts in respect of the exercise price of options, warrants and similar securities or instruments purchased or received or anticipated to be purchased or received in connection with Portfolio Investments.

“BHC Act” shall mean the U.S. Bank Holding Company Act of 1956, as amended from time to time.

“BHC Partner” shall mean a Limited Partner that (a) is subject to the BHC Act or is directly or indirectly “controlled” (as that term is defined in the BHC Act) by a company that is subject to the BHC Act and (b) so indicates in its Deed of Adherence or otherwise in a writing acknowledged by the General Partner on or before the Closing at which such Limited Partner is admitted to the Fund as a BHC Partner.