

<p>Operating and Other Expenses</p>	<p>Each of the Manager, the General Partner and the Second GP will pay all normal operating expenses incidental to the provision of its day-to-day services to the Fund, including its own overheads. The Fund will pay all costs, expenses and liabilities in connection with its operations, including: fees, costs and expenses of third parties, including without limitation tax advisors and counsel, related to the purchase, structuring, holding and sale of portfolio investments (to the extent not reimbursed); expenses incurred in connection with transactions not consummated; insurance premiums; taxes; fees and expenses of accountants, counsel, administrators, depositaries, appraisers and consultants, including tax filings and accounts, and including such fees, costs and expenses paid to the General Partner, the Second GP, the Manager and any of their respective affiliates for services rendered to the Fund on an arm's-length basis and which may otherwise have been performed by an external party; costs and expenses of the Fund Advisory Committee and the annual meeting (but not the ancillary expenses incurred by Limited Partners travelling to the annual meeting); litigation expenses and other extraordinary expenses.</p>
<p>Transaction, Break-Up and Other Fees</p>	<p>In connection with any portfolio investment, the Manager and its affiliates may charge portfolio companies directors' fees, transaction fees, monitoring fees, advisory fees, break-up fees and other similar investment-related fees for services provided by the members of the secondary investment team of the Manager. 100% of all such fees, net of any related expenses, VAT or unreimbursed expenses incurred by the Manager or its affiliates in connection with unconsummated transactions, will be applied to reduce the General Partner's Share otherwise payable. All such fees will be allocated among the Fund and any related co-investing entities on the basis of capital committed by each to the relevant investment. General Partner's Share reductions will be carried forward if necessary.</p>
<p>Fund Advisory Committee</p>	<p>The Fund will establish an advisory committee consisting of at least three voting members appointed by the Manager (the "Fund Advisory Committee"). Each voting member of the Fund Advisory Committee shall be a representative of a Limited Partner or an investor in any Feeder Fund or Parallel Fund (other than any Limited Partner or investor affiliated with the General Partner, the Second GP, the Manager or Deutsche Bank). Feeder Funds and Parallel Funds will not have separate advisory committees. The Manager shall have the right to appoint one or more representatives of the Manager to serve as non-voting members, and as the chairman, of the Fund Advisory Committee. The Fund Advisory Committee will meet at least annually following the Final Admission Date, or before the Final Admission Date at the discretion of the Manager, and as required to consult with the Manager as to potential conflicts of interest and certain other matters. The Fund will reimburse the Fund Advisory Committee members for their reasonable out-of-pocket expenses.</p>