

“Business Day” shall mean any day other than (a) Saturday and Sunday and (b) a day on which banks located in London, United Kingdom are required or authorised by law to remain closed.

“Capital Contribution” shall mean, with respect to any Partner, the aggregate amount contributed to the capital of the Fund by such Partner, being the aggregate amount contributed by such Partner pursuant to Section 5.1.

“Claims” shall have the meaning set forth in Section 9.1(a).

“Closing” shall mean the Initial Closing and any subsequent closing of the sale of Interests or any interests in any Parallel Fund in accordance with Section 10.2 or the equivalent section of the partnership agreement or other governing documents of such Parallel Fund.

“Code” shall mean the U.S. Internal Revenue Code of 1986, as amended from time to time.

“Co-Investment” shall mean a co-investment by the Fund (directly or indirectly) in a Portfolio Company alongside one or more private equity fund sponsors (and any Follow-On Investments in any such co-investment, but not including any Direct Secondary) as reasonably determined by the Manager as the context requires.

“Co-Investment Fund” shall have the meaning set forth in Section 4.5(b)(i).

“Co-Investors” shall have the meaning set forth in Section 4.5(b)(ii).

“Commitment” shall mean, with respect to any Partner, the amount of such Partner’s commitment to the Fund as set forth in the Deed of Adherence of such Partner as accepted by the Manager and as set forth in the Register (or, in the case of the General Partner, as set forth in the Register only), as such amount may be decreased in connection with a Transfer by such Partner pursuant to Section 10.1, increased by such Partner pursuant to Section 10.2 or as otherwise adjusted in accordance with the terms of this Agreement, which aggregate amount shall include the amount contributed by such Partner as a Capital Contribution and the amount of the Loans agreed to be advanced by such Partner to the Fund.

“Complementary Fund” shall have the meaning set forth in Section 2.3(e).

“Covered Person” shall mean the General Partner, the Manager and each of their respective Affiliates who have acted directly or indirectly on behalf of the Fund; each of the current and former officers, directors, employees, managers,