

Fund Structures Comparison¹

	Interval Fund	Tender Offer Fund	Publicly Offered Non-Listed BDC	Privately Offered BDC
Offering Mechanics & Investor Eligibility	- Typically continuous public offering via an effective SEC registration statement to any investor (but see “Permitted Fee Structure” below); could also be a private offering to accredited investors - Eligible to trade via ticker on the NSCC Fund/SERV electronic ticketing platform if the fund calculates net asset value (NAV) daily and offers quarterly redemptions² - May offer multiple classes of shares with SEC exemptive relief	- Typically continuous public offering with monthly closings via an effective SEC registration statement to any investor (but see “Permitted Fee Structure” below); could also be a private offering to accredited investors - Eligible to trade via ticker on the NSCC Fund/SERV electronic ticketing platform if the fund calculates NAV daily and offers quarterly redemptions - May offer multiple classes of shares with SEC exemptive relief	- Continuous public offering via an effective SEC registration statement to any investor, but also requires state registration and is subject to state law limits on investor eligibility - May offer multiple classes of shares with SEC exemptive relief	- Continuous private offering or draw down capital call structure; offering is exempt from registration under Regulation D under the Securities Act of 1933 (1933 Act) and is limited to accredited investors - May offer multiple classes of shares with SEC exemptive relief
Frequency of NAV Calculation³	Daily during any period when the interval fund is conducting an offering of its common shares except (a) days when changes in the value of the fund’s portfolio securities will not materially affect its NAV; (b) days when	Required at least quarterly, but typically reviewed prior to any closing of sales (typically monthly and NAV is calculated approximately 3 weeks after month-end) and tender offers	Required at least quarterly, but typically reviewed prior to any closing of sales and tender offers	Required at least quarterly, but typically reviewed prior to any closing of sales and tender offers

¹ This chart reflects unlisted CEFs and BDCs because these types of funds have recently seen steady asset growth and interest. Note, we have not included CEFs and BDCs that list their shares on an exchange (e.g., NASDAQ or the New York Stock Exchange), where the shares can be bought or sold at any time by any investor (without any investor qualification requirements). Publicly traded CEFs and BDCs typically are not subject to the same offering, redemption, liquidity, state law and FINRA considerations as the CEFs and BDCs described in this chart. However, the information set forth in the following rows is generally the same for publicly traded CEFs or BDCs as is disclosed in this chart: Permissible Investment Strategies, Ability to Co-Invest with Affiliates, Leverage Limits, Permitted Fee Structure, Public Reporting, Tax Considerations and Board Requirement.

² Distribution via the NSCC Fund/SERV electronic ticketing platform lowers fees, provides access to greater client distribution, allows for automated trading via National Securities Clearing Corporation and removes many manual processes (e.g., eliminates the need for subscription agreements). However, determining a daily NAV may be impractical for funds with highly illiquid investment strategies.

³ Generally, CEFs are not permitted to sell common shares below then current NAV. BDCs may seek annual shareholder approval to sell shares below NAV. CEFs (other than BDCs) do not have the ability to seek annual blanket approval to sell shares below NAV, but may conduct a rights offering below NAV. All CEFs may seek approval for a discrete below NAV offering under Section 23 of the 1940 Act with approval of the majority of shareholders (not majority of outstanding shares).

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	no purchase order is received (unless such date is the date the fund would otherwise determine its weekly NAV); and (c) holidays Weekly, except daily during five business days before the repurchase offer request deadline, outside the period of time when the fund is conducting an offering, as referenced above			
Redemption Frequency	Must comply with Rule 23c-3 under the 1940 Act and adopt a fundamental policy (which may not be changed without shareholder approval) regarding the repurchase frequency; periodic repurchases for continuously offered funds can be at intervals of either three, six or 12 months between repurchase offers, or one month with SEC exemptive relief	The fund's board may institute a share repurchase program and periodically offer to repurchase shares via tender offers, subject to Rule 13e-4 of the Securities Exchange Act of 1934 (1934 Act); offering documents typically express an intent to periodically offer to repurchase shares	The fund's board may institute a share repurchase program and periodically offer to repurchase shares via tender offers, subject to Rule 13e-4 of the 1934 Act; offering documents typically express an intent to periodically offer to repurchase shares	- For continuously offered private BDCs, the fund's board may institute a share repurchase program and periodically offer to repurchase shares via tender offers, subject to Rule 13e-4 of the 1934 Act; offering documents typically express an intent to periodically offer to repurchase shares - For private BDCs with a capital call structure, typically there are no redemption offers (i.e., no liquidity) unless and until there is a liquidity event (i.e., listing of shares, tender offer merger, spin-off or some other planned liquidity event) after all the capital has been called
Redemption Mechanism	Liquidity: Must maintain enough liquid assets to meet full repurchase offer amount during the offer period Amount: Must commit to repurchase between 5% and 25% of shares per quarter Payment Timing and Price: Repurchase price is	Liquidity: No liquid asset requirement imposed by the 1940 Act Amount: Does not commit to any specific amount or frequency, but repurchase offers are typically capped (e.g., 5% of shares per quarter) in the board's discretion	Liquidity: No liquid asset requirement imposed by the 1940 Act Amount: Does not commit to any specific amount or frequency, but repurchase offers are typically capped (e.g., 5% of shares per quarter) in the board's discretion	Not applicable for private BDCs with capital call structures For continuously offered BDCs, typically: Liquidity: No liquid asset requirement imposed by the 1940 Act Amount: Does not commit to any specific amount or frequency, but repurchase offers are typically capped (e.g., 5% of

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	equal to NAV and redemption proceeds must be paid within seven days of repurchase pricing date • Fees: Fund may charge up to a 2% repurchase fee to cover expenses • Ability to Suspend Repurchase: Board has the ability to suspend repurchases, subject to the conditions of Rule 23c-3	• Payment Timing and Price: Repurchase price is typically equal to NAV and settlement of repurchase offer from the close of the tender offer must be “prompt” • Fees: Fund may charge up to a 2% repurchase fee to cover expenses • Ability to Suspend Repurchase: Board can vote to suspend the repurchase program for any reason	• Payment Timing and Price: Repurchase price is typically equal to NAV and settlement of repurchase offer from the close of the tender offer must be “prompt” • Fees: Fund may charge up to a 2% repurchase fee to cover expenses • Ability to Suspend Repurchase: Board can vote to suspend the repurchase program for any reason	shares per quarter) in the board’s discretion • Payment Timing and Price: Repurchase price is typically equal to NAV and settlement of repurchase offer from the close of the tender offer must be “prompt” • Fees: Fund may charge up to a 2% repurchase fee to cover expenses • Ability to Suspend Repurchase: Board can vote to suspend the repurchase program for any reason
State Securities “Blue Sky” Requirements⁴	A security issued by a registered CEF is considered a “covered security” under Section 18 of the 1933 Act; notice filings and fees are required in all states where an offering is made, but exempt from substantive state review	A security issued by a registered CEF is considered a “covered security” under Section 18 of the 1933 Act; notice filings and fees are required in all states where an offering is made, but exempt from substantive state review	Not “covered securities” under Section 18 of the 1933 Act, requiring registration of offerings in each state in which offers and sales are made, including payment of fees and being subjected to substantive state review, which can be costly and time-intensive	A security issued to accredited investors in a Regulation D offering is considered a “covered security” under Section 18 of the 1933 Act; exempted from substantive state review
FINRA Requirements	Exempt from FINRA filing requirements but required to comply with FINRA Rule 2341, which, among other things, imposes (1) a cap on total sales charges (for example, asset-based, front-end and deferred); and (2) a cap on the maximum amount of annual asset-based sales charges of 0.75%	Exempt from FINRA filing requirements, provided that the fund (1) makes continuous offerings; (2) prices its shares monthly; (3) limits the total amount of compensation paid to FINRA members to the amount permitted by FINRA Rule 2341; (4) makes at least two repurchase offers per calendar year; (5) does not list its securities on a national securities exchange; and (6) files its initial public offering of equity with FINRA	Certain information, including offering documents, must be filed with FINRA; required to comply with FINRA Rule 2310, which imposes (1) certain suitability standards on recommended transactions; (2) a cap of 10% on brokerage commissions based on gross proceeds; and (3) a cap of 15% on organization and offering expenses, including commissions, based on gross proceeds	Restricted securities offered pursuant to Rule 506 of Regulation D are exempt from FINRA filing requirements and compliance with FINRA rules 5110, 2310 and 5121; however, notice filing obligations under FINRA rules 5122 or 5123 may apply under certain circumstances
Permissible Investment Strategies	Diverse asset classes, including strategies with limited liquidity such as private equity, private	Diverse asset classes, including strategies with limited liquidity such as private equity, private	At least 70% of a BDC’s assets must be invested in “qualifying assets,” which include direct debt	At least 70% of a BDC’s assets must be invested in “qualifying assets,” which include direct debt

⁴ CEFs and BDCs listed on a national securities exchange are exempt from state notice, fee and review requirements (i.e., blue sky requirements).

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	credit, infrastructure, or real estate; may invest directly in such strategies or invest in and alongside unaffiliated private funds (e.g., secondaries, co-investments, primaries and GP stakes) Can co-invest with affiliates in negotiated transactions after receipt of a frequently granted exemptive order	credit, infrastructure, or real estate; may invest directly in such strategies or invest in and alongside unaffiliated private funds (e.g., secondaries, co-investments, primaries and GP stakes) Can co-invest with affiliates in negotiated transactions after receipt of a frequently granted exemptive order	or equity investments in private US companies or US companies with a market capitalization of less than \$250 million⁵ Can co-invest with affiliates in negotiated transactions after receipt of a frequently granted exemptive order	or equity investments in private U.S. companies or U.S. companies with a market capitalization of less than \$250 million Can co-invest with affiliates in negotiated transactions after receipt of a frequently granted exemptive order
Leverage Limits⁶	300% asset coverage ratio requirement for debt; 200% asset coverage ratio requirement for preferred stock; borrowings and other debt must mature or provide for redemption, call or repayment prior to any repurchase pricing date	300% asset coverage ratio requirement for debt; 200% asset coverage ratio requirement for preferred stock	Generally, 200% asset coverage ratio requirement for debt and preferred stock, but a 150% asset coverage ratio requirement may apply if certain conditions are satisfied	Generally, 200% asset coverage ratio requirement for debt and preferred stock, but a 150% asset coverage ratio requirement may apply if certain conditions are satisfied
Board Requirement⁷	Board of directors with at least 40% of the members being independent	Board of directors with at least 40% of the members being independent	Board of directors with a majority of directors being independent	Board of directors with a majority of directors being independent
Permitted Fee Structure⁸	Income Incentive Fees are generally permissible, but Capital Gains Incentive Fees are only permissible if all investors are “qualified clients”, as defined in Rule 205-3 under the Investment Advisers Act of 1940 (i.e., investors with \$2.2 million in investments excluding their primary residence or \$1.1 million invested with the adviser to the fund)	Income Incentive Fees are generally permissible, but Capital Gains Incentive Fees are only permissible if all investors are “qualified clients”, as defined in Rule 205-3 under the Investment Advisers Act of 1940 (i.e., investors with \$2.2 million in investments excluding their primary residence or \$1.1 million invested with the adviser to the fund)	Income Incentive Fees and Capital Gains Incentive Fees are generally permissible	Income Incentive Fees and Capital Gains Incentive Fees are generally permissible

⁵ A BDC is required to make available significant managerial assistance to portfolio companies that are qualifying assets under Section 55(a) of the 1940 Act.

⁶ Asset coverage is generally calculated by dividing the total assets of the issuer (less all liabilities and debt not represented by “senior securities”), by the senior securities of the issuer. The definitions of different types of “senior securities” are set forth in Section 18 of the 1940 Act.

⁷ The independent directors of a CEF or BDC have a significant oversight role and the 1940 Act, in many cases, requires an approval of the majority of independent directors. It is common for a fund to have a majority of independent directors.

⁸ All fund structures may charge a base management fee.

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Public Reporting	Form N-CSR (annual audited and semi-annual unaudited shareholder reports); Form N-CEN (census report); Form N-PORT (monthly portfolio holdings data)	Form N-CSR (annual audited and semi-annual unaudited shareholder reports); Form N-CEN (census report); Form N-PORT (monthly portfolio holdings data)	Form 10-K (annual report); Form 10-Q (quarterly report); Form 8-K (current report for significant events)	Form 10-K (annual report); Form 10-Q (quarterly report); Form 8-K (current report for significant events)
Tax Considerations	Typically, operated to maintain regulated investment company (RIC) tax treatment under Section 851 of the US Internal Revenue Code (Code) in order to take advantage of pass-through tax treatment with 1099 tax reporting, which requires structuring and monitoring to satisfy the RIC tax diversification and income tests	Typically, operated to maintain regulated investment company (RIC) tax treatment under Section 851 of the Code in order to take advantage of pass-through tax treatment with 1099 tax reporting, which requires structuring and monitoring to satisfy the RIC tax diversification and income tests	Typically, operated to maintain regulated investment company (RIC) tax treatment under Section 851 of the Code in order to take advantage of pass-through tax treatment with 1099 tax reporting, which requires structuring and monitoring to satisfy the RIC tax diversification and income tests	Typically, operated to maintain regulated investment company (RIC) tax treatment under Section 851 of the Code in order to take advantage of pass-through tax treatment with 1099 tax reporting, which requires structuring and monitoring to satisfy the RIC tax diversification and income tests
ERISA Considerations⁹	Generally exempt from ERISA because the fund is registered under the 1940 Act	Generally exempt from ERISA because the fund is registered under the 1940 Act	Could be deemed ERISA “plan assets” and be subject to ERISA’s heightened fiduciary responsibilities and prohibited transaction rules, unless the BDC restricts benefit plan investors to less than 25% of the total value of each class of equity interests calculated in accordance with ERISA rules or is able to fit within another exemption (i.e., publicly offered securities exemption or Venture Capital Operating Company exemption)	Could be deemed ERISA “plan assets” and be subject to ERISA’s heightened fiduciary responsibilities and prohibited transaction rules, unless the BDC restricts benefit plan investors to less than 25% of the total value of each class of equity interests calculated in accordance with ERISA rules or is able to fit within another exemption (i.e., publicly offered securities exemption or Venture Capital Operating Company exemption)

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⁹ Under the Employee Retirement Income Security Act of 1974, as amended (ERISA), an investment by an employee benefit plan in a fund may cause the fund’s underlying assets to be deemed “plan assets” for purposes of ERISA and/or the prohibited transaction rules under the Code. This would subject the fund (and its investment adviser(s)) to ERISA’s heightened fiduciary responsibilities and prohibited transaction rules.