

Clearlake Capital Group

Presentation to Employees' Retirement System of Rhode Island

May 29, 2019



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Clearlake Disclaimer

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All data/information throughout this presentation is as of May 2019, unless noted otherwise. Investment performance information herein is as of December 31, 2018.

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Clearlake Overview

Sector focused investment firm, founded in 2006, that targets investments in special situations, private equity, and opportunistic credit



~ \$9.0B of regulatory assets under management

Across six funds plus co-invest vehicles



55+ employees

Experienced team of investment and operating professionals



Integrated multi-product strategy

Clearlake Capital Partners (“CCP”)
Clearlake Opportunities Partners (“COP”)
Clearlake Credit Partners



Demonstrated track record⁽¹⁾

- COP: 18.4% Gross IRR, 11.2% Net IRR
- Fund V: 77.0% Gross IRR, 68.5% Net IRR
- Fund IV: 40.6% Gross IRR, 32.0% Net IRR
- Fund III: 49.8% Gross IRR, 42.7% Net IRR
- Fund II: 22.7% Gross IRR, 16.3% Net IRR



Sector-focused expertise

Industrials & Energy
Software & Technology-Enabled Services
Consumer



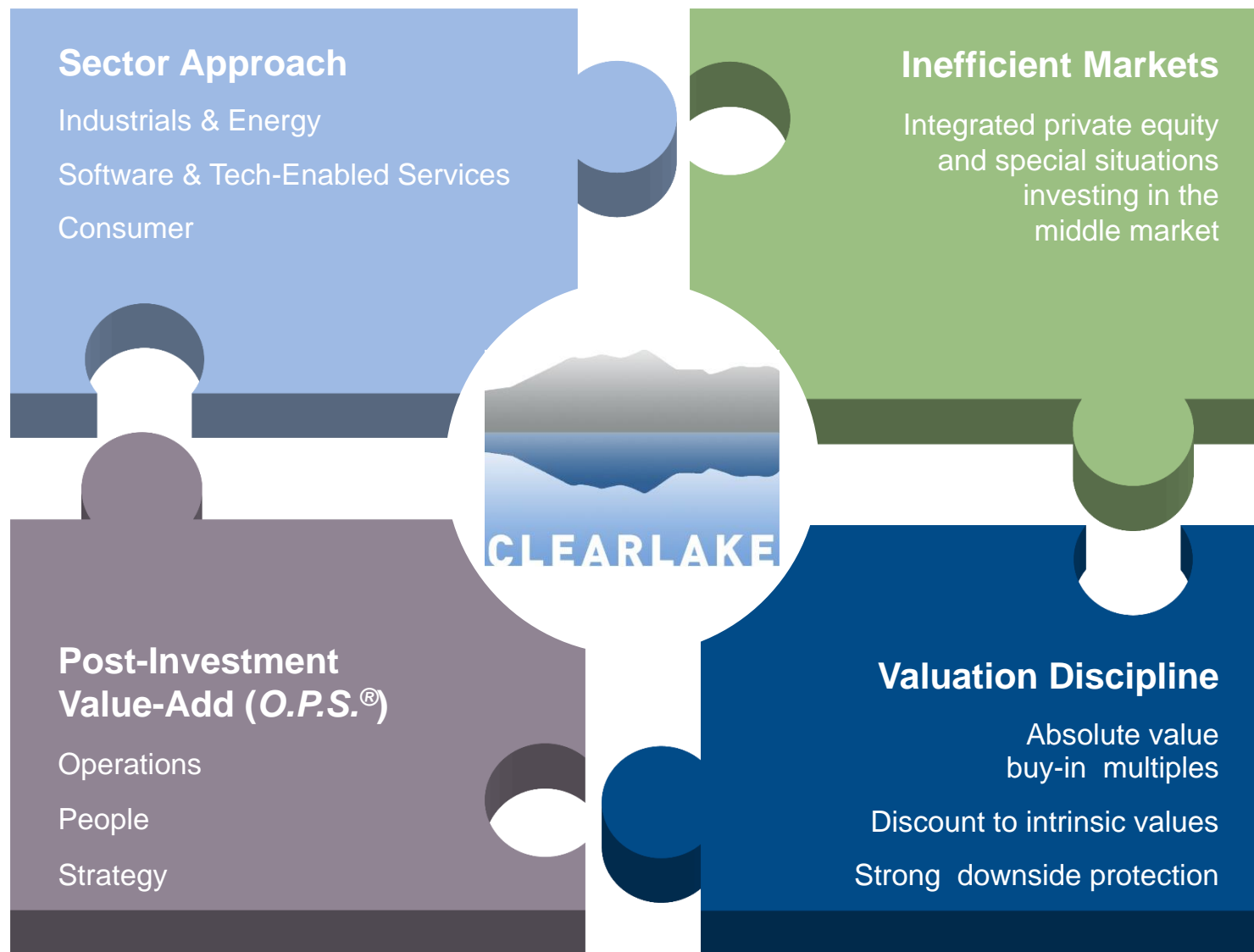
Operations, People, Strategy (O.P.S.[®])

Operational improvement approach to transform and grow companies

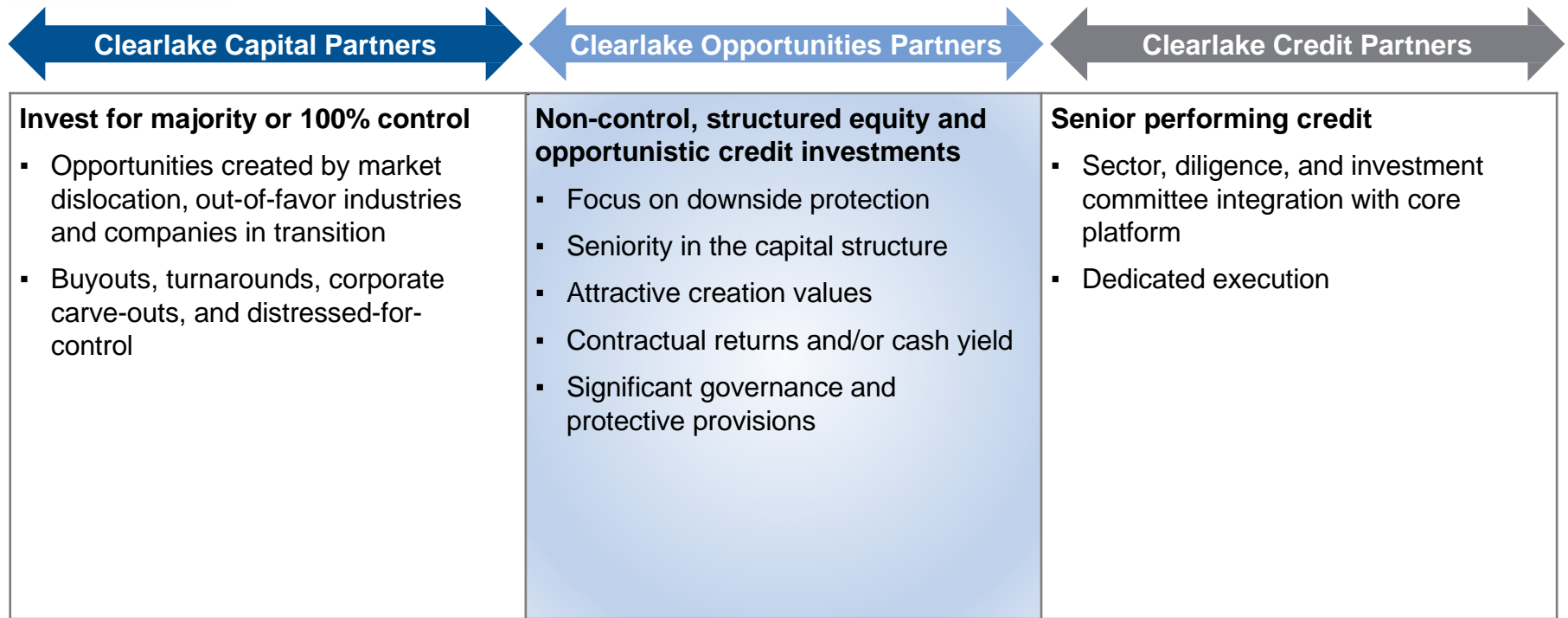


(1) Investment performance information herein is as of December 31, 2018. Past performance is not necessarily indicative of future results. Clearlake’s combined returns include cash flow data from Clearlake Funds I-IV and COP (excludes Fund V give recency). Combined gross MOIC is shown net of recycled capital. Gross performance data does not account for fees, expenses, and carried interest, all of which will reduce returns to investors. Clearlake believes this is a useful metric when measuring the Firm’s returns since inception. Please refer to the endnotes to Appendix A for important additional information regarding historical Clearlake Fund performance. For more information on Gross MOIC and Gross IRR, please reference endnotes (6) and (7) to Appendix A, respectively.

Integrated, Complementary Investment Framework



Clearlake Investment Strategy – Integrated Product Suite

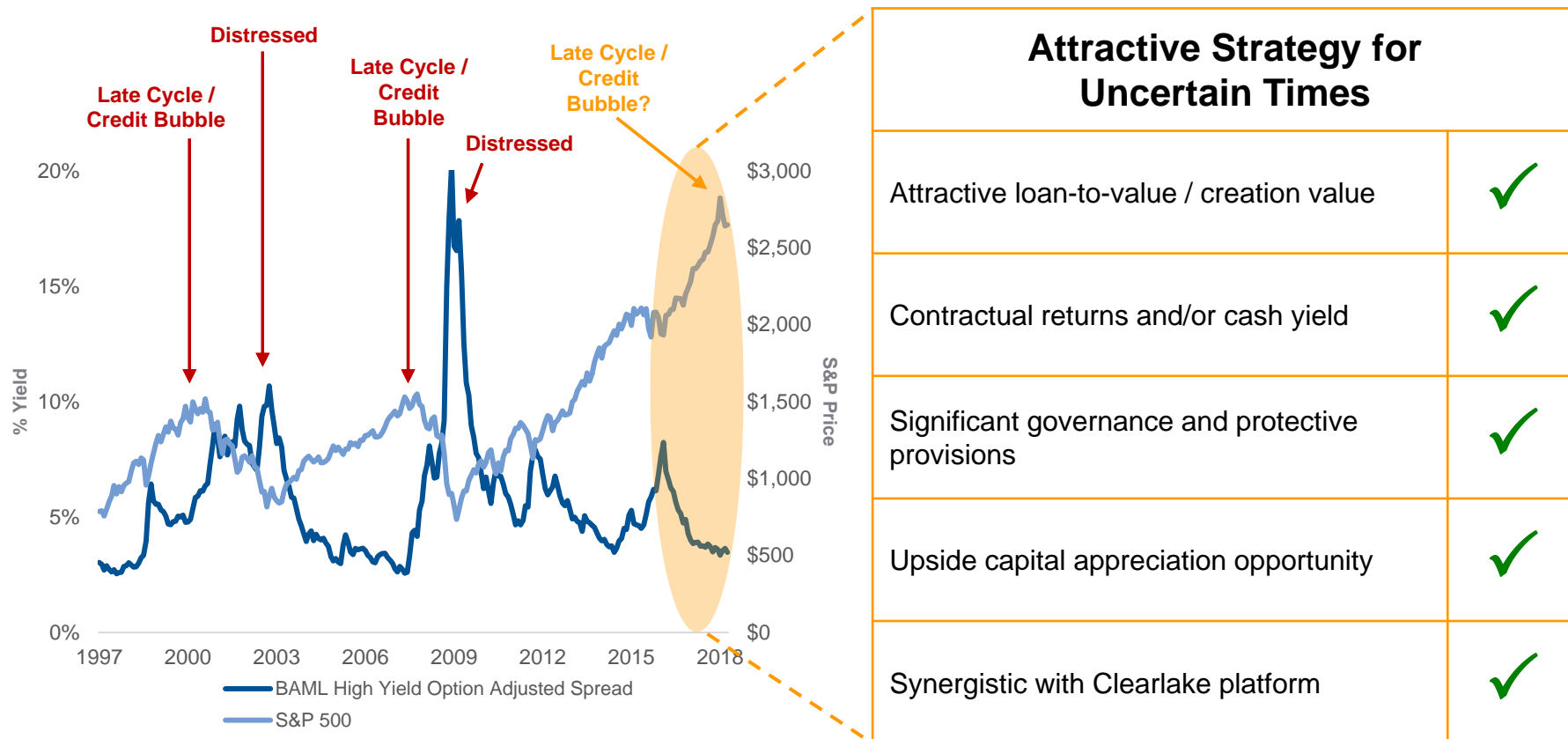


Clearlake Opportunities Partners – Representative Investments



COP – Positioned Well for Today’s Environment

- Downside protection during economic cycles while maintaining optionality on the upside during an extended growth environment
- Strong sector knowledge and private equity-style diligence brought to structured equity and opportunistic credit investments



COP’s structured investment strategy particularly well positioned for late cycle opportunity



Source: Federal Reserve, CapIQ as of September 2018.
Past performance is not a guarantee or indicator of future results.

COP – Portfolio Breakdown

Structured Equity

- Proprietary/direct originated structured securities
- Downside protection and contracted returns with uncapped equity upside potential, significant controls and board representation
- Weighted average contractual return of 1.5x MOIC or 10% PIK⁽¹⁾

Opportunistic Credit

- Direct origination of non-control credit and accumulated debt instruments – bank debt, loans, publicly and privately traded bonds, and trade claims
- Aggregate cash yield of 12%⁽²⁾
- Strong creditor rights – typically one of the largest holders or blocking position enabling significant influence in any potential restructuring
- Cash yield mitigates j-curve and reduces downside

Reorg Equity

- Equity reorg and recapitalization (generally out-of-court restructuring)
- Unlevered or low-leverage post-reorg balance sheets
- Downside protection and contracted returns with uncapped equity upside potential, significant controls and board representation

(1) The weighted average contractual returns were calculated by weighting each asset's liquidation preference and PIK dividend by the amount invested in that asset. MetricStream was excluded from the PIK dividend calculation as it has a fixed liquidation preference of 1.75x and 2.0x.

(2) The aggregate cash yield was calculated using the weighted average current yield based on Clearlake's cost basis as of 12/31/18 or at the time of exit. The analysis only includes COP debt investments that have not been reorganized.



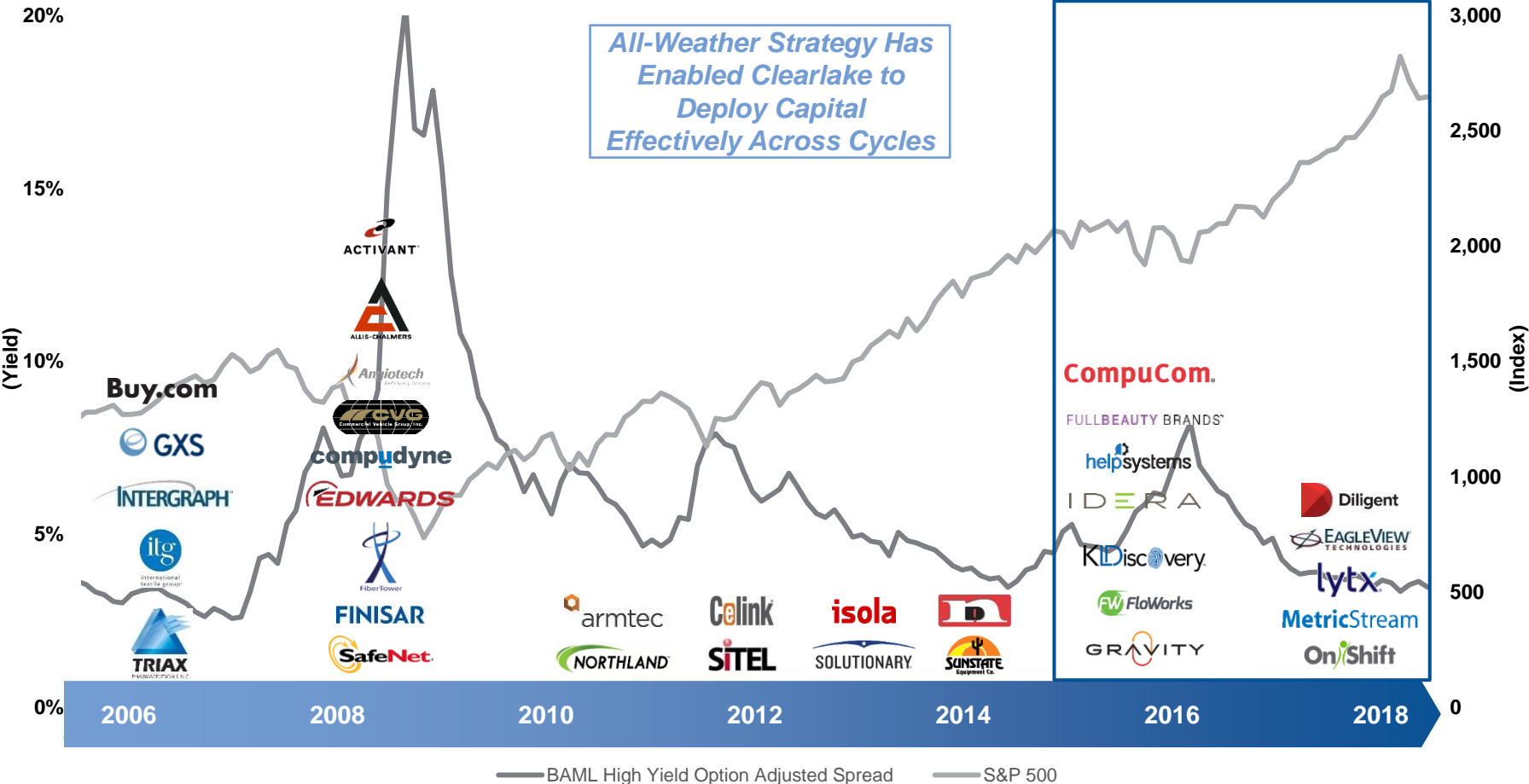
Past performance is not a guarantee or indicator of future results.

Clearlake Non-Control Investment History

Clearlake has completed non-control investments for over 12 years and its senior investment professionals have completed non-control investments for over 20 years

Pre-COP Non-Control Investments
\$280MM of Invested Capital⁽¹⁾

COP-Led Investments
\$1.8B of Invested Capital⁽¹⁾



Source: Federal Reserve, CapIQ as of September 2018.

(1) Invested capital includes recycled capital, co-invest vehicles and miscellaneous investments.

Past performance is not a guarantee or indicator of future results.

The Clearlake Platform – Solid Infrastructure and Team

Integrated team with private equity, special situations and credit experience

Experienced Investing Team

- Full team of investment professionals with over 200 years of collective finance and investing experience
- History of active leadership and governance
- Collectively served on over 50 boards of directors and creditors' committees

Executive Council

- Supported by a network of operating advisors with substantial experience in Clearlake's core target sectors
- Provide industry expertise and additional insights into operating dynamics of businesses

Operations

- Operations team led by experienced Chief Financial Officer and General Counsel / Chief Compliance Officer
- External audit and valuation review performed by Ernst & Young and Duff & Phelps

Diversity

- Clearlake is minority owned and managed – the Founders of the Firm, José Feliciano and Behdad Eghbali, have a strong belief in the power of diversity
- Clearlake has implemented a Diversity Policy and believes that it maintains robust practices of fostering and maintaining a culture of diversity and inclusion
- Clearlake believes that its human capital is its most valuable asset. The Firm strives to provide an environment that challenges and incentivizes all of its employees to progress professionally while providing value to the Firm
- Employees are provided training, mentoring, and an annual evaluation where they are informed of their progress, and mutually establish goals for the following year



Clearlake Opportunities Partners (P) II, L.P.

The following is not a complete summary of the proposed terms of Clearlake Opportunities Partners (P) II, L.P. ("COP II") and such terms are subject to ongoing discussions. For specific terms, please refer to COP II's Private Placement Memorandum, Limited Partnership Agreement, and related documentation.

Target Size:	<ul style="list-style-type: none">• \$1.0 billion
Investment Period:	<ul style="list-style-type: none">• 5 years from the Effective Date, subject to a one-year extension with the approval of the Advisory Board.
Term:	<ul style="list-style-type: none">• 10 years, subject to two one-year extensions with the consent of the Advisory Board.
Management Fee:	<ul style="list-style-type: none">• Until the 18-month anniversary of the date of the initial drawdown of Capital Commitments, 1.0% per annum of the aggregate Capital Commitments. Thereafter, 1.5% per annum of actively invested capital.
Carried Interest:	<ul style="list-style-type: none">• 20%
Transaction & Monitoring Fees:	<ul style="list-style-type: none">• 100% Offset to Limited Partners

Company Overview

- CompuCom was a privately-held provider of information technology (“IT”) services and products to North American enterprises
- CompuCom offered a broad range of solutions such as end user computing, data center management, service desk, network infrastructure and IT workforce solutions
- Clearlake opportunistically initiated a secondary distressed market accumulation of the company’s Term Loan and Unsecured Notes in January 2016 at a significant discount to par

Key Metrics

Investment Date	January 2016
Status	Exited (November 2017)
Sector / Sub-sector	Tech-Enabled Services
Transaction Type	Secondary Market Accumulation
Structure / Security	Term Loan / Unsecured Notes

Investment Thesis and Recent Updates

Investment Thesis

- Deep Sector Knowledge:** The Clearlake team’s substantial knowledge of CompuCom and the IT services sector positions Clearlake well in the evaluation and accumulation of CompuCom’s Term Loan and Unsecured Notes
- Existing Investments Provided Significant Insight:** Clearlake’s existing investments in the IT services sector, including ConvergeOne and Tolt Holdings, which both offered competitive services to CompuCom, provided useful insight into CompuCom’s performance and operations
- High Recurring Revenue and Loyal Blue-Chip Customer Base:** Significant switching costs for CompuCom’s services resulted in the company enjoying high recurring revenue from its service contracts as well as robust free cash flow
- Creation Value Provides Attractive Return Profile:** Clearlake’s accumulation of CompuCom’s fulcrum security positioned Clearlake favorably to lead any potential restructuring and generally provided for an attractive absolute and risk-adjusted return profile

Recent Updates

- In October 2017, Office Depot announced that it would be acquiring CompuCom for \$1.0B for a combination of cash and stock
 - Office Depot closed the transaction in November 2017, whereby CompuCom’s Term Loan was paid off at par and the Senior Notes were fully redeemed
- CompuCom acquired certain assets of a company engaged in the business development, marketing, sales and implementation of an internet of things (IOT) offering

Revenue by Segment (2016A)



Company Overview

- Lytx is the global leader in video-based telematics and analytics to fleets worldwide
- Serves more than 3,000 commercial and government fleets, including some of the largest commercial fleets in the world
- Leverages sensor fusion, in-device processing, and cloud computing to help clients optimize the safety and performance of their drivers
- Enables its clients to realize significant returns on investment by lowering operating and insurance costs, while achieving greater efficiency, compliance, and safety
- Headquartered in San Diego, CA with 420 employees

Key Metrics

Investment Date	April 2018
Status	Unrealized
Sector / Sub-sector	Tech-Enabled Services
Transaction Type	Structured Equity
Structure / Security	Convertible Preferred Equity

Investment Thesis and O.P.S.® Value Creation

Investment Thesis

- **Attractive Security with Downside Protection:** Convertible preferred security provides for significant upside in a conversion scenario along with downside protection
- **Market Leader:** Established video telematics player with over 50% market share in the rapidly growing commercial vehicle video safety segment of the \$65 billion broader telematics market
- **Predictable, Recurring Revenue Model:** Subscription model with over 100% net retention rates provides predictable recurring revenue with a high degree of forward revenue visibility ⁽¹⁾
- **Exceptional Growth Profile:** Exceptional organic revenue growth profile with room for continued acceleration
- **Strong Market Tailwinds:** Commercial vehicle video safety market is in its early phase of adoption; the market is expected to grow at a 23% CAGR through 2023, surpassing 2 million units (Source: Frost and Sullivan, September 2017)
- **Highly Profitable:** Highly profitable with strong unit economics and EBITDA margins

O.P.S.®

Operations

- Reduce implementation backlog and accelerate conversion to Active SIS
- Maintain best-in-class retention and drive continued expansion into non-core markets (international, small fleets, services, etc.)
- Continue operating leverage and optimize FCF conversion

People

- Backed tenured senior management team
- Optimize sales incentives to drive organic bookings growth and continued expansion into non-core markets

Strategy

- Develop strategy to drive continued expansion into smaller fleet and services markets



(1) Net retention defined as retention inclusive of terminations, downsell, upsell and price increases.

Investor Relations

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Clearlake Capital Group

Appendix A: Notes to Investment Performance



Endnotes

- 1) *Past performance is not necessarily indicative of future results. Total Value (as defined below) includes unrealized values that vary significantly over time as there is no assurance that reported unrealized values can or will be realized; such values may have been estimated from unobservable inputs, assumptions, and multiple traditional and non-traditional valuation approaches; such assumptions, believed to be reasonable by Clearlake, may nonetheless be inaccurate and/or subject to material differences based on judgment and other subjective measures; and future actual realized returns may differ materially from the unrealized values reflected (please see Note 4, below, for additional information on unrealized values). The information reflected above reflects investment activity that has taken place during various economic cycles and during a period of time when Clearlake has undergone changes in the composition of its investment professionals, including its investment committee, and may undergo further changes from time to time. The Clearlake Funds have historically used short-term capital call facilities to allow for better cash management purposes and to provide interim financing prior to the receipt of capital contributions. The costs associated with such facilities are borne by the Clearlake funds and are included in the expenses used to calculate the Net Multiple and Net IRR across Fund I, Fund II, Fund III, Fund IV, Fund V, and COP I since inception. As a result of these and other various factors, there can be no assurance that the Fund will achieve its investment objectives or avoid losses. Performance data relating to co-investment vehicles managed by Clearlake are not included.*
- 2) *Invested Capital represents the aggregate amount of cash invested and excludes amounts from co-investment vehicles, third parties, and reserves for add-on capital, except where otherwise noted. From time to time, Invested Capital in the security of an investment may be realized and "rolled" into a new security of the same company. Invested Capital listed may only reflect the total Invested Capital invested at any one time and not the amount of the capital originally invested plus the amount that was "rolled" into the new investment.*
- 3) *Realized proceeds are recorded on the dates of receipt by the relevant Clearlake Funds and represent the sum of the cash proceeds generated from dispositions, transaction fees, dividends and interest income, without deducting taxes payable and are recorded prior to deduction of expenses, management fees and carried interest.*
- 4) *Unrealized values used to calculate metrics include the unrealized values of underlying investments in the applicable Clearlake Funds. Unrealized values of underlying investments in the applicable Clearlake Funds and other related financial information are based on audited valuations. When appropriate, those values are based on estimated preliminary or final valuations at December 31, 2018 and are derived from a regularly quoted price on a nationally recognized exchange, from a third-party pricing service that averages suitable broker-dealer bids and/or by averaging suitable broker-dealer bids and includes interest/dividends receivable. Investments where there is no regularly or reliable quoted price or broker-dealer bid are determined based on the enterprise values at which the investments could be sold in a reasonable period of time. Enterprise values of investments are determined using any combination of valuation approaches deemed relevant by Clearlake including market comparables, discounted cash flow, sum-of-the-parts and other relevant analyses. Consideration is given to such factors as historical and projected financial data for the company, valuations of comparable companies, the size and scope of the company's operations, the strengths and weaknesses of the company, potential market receptivity to an offering of securities by the company, the size of the investment in the company, information regarding transactions or offers for the company's securities (including the transaction effecting the investment and the elapsed period of time since), industry information and assumptions, general economic and market conditions, indicative guidance from potential underwriters, and other factors deemed relevant. As part of Clearlake's portfolio valuation process, these valuations are reviewed by an independent third-party valuation firm semi-annually to determine whether they were reasonable and also reviewed by the auditors at year-end. These valuation review procedures may not include an audit, review, compilation, information verification or any other form of examination or attestation of the underlying portfolio company and data used to perform the valuation review. While unrealized investments are valued based on assumptions that Clearlake believes are reasonable under the circumstances, whether on a public market basis or an estimated fair market value basis, the actual realized returns on unrealized investments will depend on, among other factors, future operating results (including, without limitation, the implementation of specific strategic and operational initiatives, performance of management and employees and legal, regulatory and other risk factors specific to each portfolio company), the value of the assets and market conditions at the time of disposition, any related transaction costs, and the timing and manner of sale, all of which may differ from the assumptions on which the valuations used in the prior performance data contained herein are based. Accordingly, the actual realized returns on these unrealized investments may differ materially from the unrealized values included within the Total Value and there can be no assurance that these investments will be realized at the valuations included within the Total Value.*
- 5) *Total Value represents the sum of the realized proceeds and unrealized value (see Note 4, above) of the applicable investments.*
- 6) *The Gross Multiple for individual investments is calculated using the Total Value divided by the Invested Capital. At the fund level, the Gross Multiple is calculated using the Total Value divided by the total or "peak" invested capital or the maximum amount of capital at risk while such investment was held (net of recycled capital). The Gross Multiple does not include fees, carried interest or expenses, including, without limitation, taxes, broken deal expenses, transaction costs, and other expenses of the Fund or portfolio company, which substantially reduce returns to investors. See Note 5, above, for a discussion on the components of Total Value.*



Endnotes

- 7) The IRR is the annualized return calculated using the actual timing of investment inflows and outflows. An IRR is generally a function of the length of time from the initial investment to ultimate realization and, for a given dollar amount realized, the IRR will decrease as the investment holding period increases. Gross IRR calculations reflect an IRR based on the investment cash outflows and investment cash inflows at the level of the Fund (and not based on the time of investors' contribution of capital and investors' receipt of proceeds) and ending unrealized values which are before management fees, carried interest, and expenses (including, without limitation, taxes, broken deal expenses, transaction costs, and other expenses of the Fund or portfolio company), which substantially reduce returns to investors. Net IRR calculations are computed based on the actual dates of aggregate limited partners' capital contributions and distributions and the aggregate limited partners' capital at the end of the period (unrealized value) and reflect the deduction of management fees (net of transaction fee offset), carried interest (assuming the appropriate Fund distribution methodology), and Fund expenses, all of which may individually or in the aggregate substantially reduce the Net IRR. Due to the difficulty in allocating fees, expenses, and carried interest to individual portfolio companies, Net IRRs for the Clearlake Flagship Funds and COP I are presented on a fund wide basis but not for individual investments or for individual limited partners. The Net IRR reported for Fund II is the Net IRR of the onshore vehicle only because the onshore and offshore vehicles report separately and are not consolidated for financial statement purposes; if such financial statements were consolidated, the Net IRR for Fund II would be lower than reported herein on account of additional expenses and blocker taxes. Individual limited partner IRRs will vary, among other things, on the timing of entering the Fund, use of alternative investment vehicles, taxes related to alternative investment vehicles, tax liability variations among limited partners and other factors such as management fee or carried interest agreements (including applicable discounts or rebates to the General Partner, affiliates, and/or other investors). For example, the Net IRR includes capital invested by the Minority Investors, which were not subject to the same level of management fee and carried interest as other limited partners in certain of the Clearlake Flagship Funds. Fund II and Fund III also had certain investors that were not subject to the same level of carried interest as other limited partners of such funds. Employees and other related persons of Clearlake do not bear management fees or carried interest; other than the Net IRR for Fund II, Net IRRs for the Clearlake Funds do not account for the foregoing. See Note 9, below, for an illustration of what the Net IRR was in each Clearlake Fund for an investor who paid the full amount of management fees and carried interest. Historically, Clearlake Funds have used capital call facilities for the use of short-term bridging of capital calls. The Net IRR has been calculated using actual limited partner cash flows. Such use of a capital call facility or other subscription-based credit facility (or other long-term leverage) in a fund may result in a higher reported Net IRR than if the facility had not been utilized and instead the limited partners' capital had been contributed at the inception of an investment.
- 8) Net Multiple represents the respective Gross Multiple as reduced by management fees, carried interest, and expenses. Net Multiples calculated using other calculation methodologies may result in different net multiples due to timing of investments, timing of when capital is called/funded, the effect of recycling capital, and various other reasons. See Note 9, below, for an illustration of what the Net Multiple was in each Clearlake Fund for an investor who paid the full amount of management fees and carried interest. Furthermore, the use of a capital call facility or other subscription-based credit facility (or other long-term leverage) in a fund results in a lower Net Multiple due to interest and other financing costs.
- 9) The Net IRR and Net Multiple for an investor who paid the full amount of management fees and carried interest in Clearlake Capital Partners V, L.P., Clearlake Capital Partners V (Offshore), L.P., and Clearlake Capital Partners V (USTE), L.P. was 68.6% and 1.2x, 68.5% and 1.2x, and 68.3% and 1.2x, respectively. The Net IRR and Net Multiple for an investor who paid the full amount of management fees and carried interest in Clearlake Capital Partners IV, L.P. and Clearlake Capital Partners IV (Offshore), L.P. was 32.0% and 1.5x and 32.0% and 1.5x, respectively. The Net IRR and Net Multiple for an investor who paid the full amount of management fees and carried interest in Clearlake Capital Partners III, L.P. was 42.7% and 2.7x, respectively. The Net IRR and Net Multiple for an investor who paid the full amount of management fees and carried interest in Clearlake Capital Partners II, L.P. and Clearlake Capital Partners II (Offshore), L.P. was 14.8% and 1.6x and 14.6% and 1.6x, respectively. The Net IRR and Net Multiple for an investor who paid the full amount of management fees and carried interest in Clearlake Opportunities Partners (P), L.P. and Clearlake Opportunities Partners (P-Offshore), L.P. was 10.6% and 1.1x and 10.5% and 1.1x, respectively. All performance data presented in this Note 9 is as of December 31, 2018. The Net Multiple in the foregoing analysis is calculated using (i) (A) distributions to a limited partner plus (B) such limited partner's ending capital account value divided (ii) by such limited partner's total contributions (including deemed contributions). Clearlake Capital Partners I, L.P. had only one non-affiliated investor and COP (E) is an evergreen style fund; therefore, in light of those distinguishing characteristics, both have been excluded from the foregoing analysis.
- 10) From time to time, capital called by a fund and invested in a portfolio company may be returned to the fund after the exit of such investment. This capital may be redeployed into another portfolio company investment without the need to call additional capital from limited partners. Net of Recycled Capital reflects the effect of capital called and used in more than one portfolio company investment and the "peak" amount of actual limited partners' capital at risk in aggregate portfolio company investments at any one time during life of the fund.
- 11) "Vintage Year" generally refers to the year during which the fund's initial closing was held and / or the year when the first capital call was made. As such, please note that in respect of Fund II, the initial close was held in November 2008 and the first investment was made in 2009 and in respect of Fund V, the first investment was made in December 2017 but the first capital call was made in 2018.



Endnotes

- 12) *Miscellaneous includes investments representing less than \$85.0 million invested capital, whose gain or loss is less than \$85.0 million or whose projected investment period was expected to be less than 14 months. The investments currently under Miscellaneous are Provation Medical Group, Perforce Software Term Loan, Janus International Group Term Loan, American Construction Source LLC (Meeks) and Project Helios. Additional information on these investments may be provided upon request.*
- 13) *In 2017, Clearlake merged Syncsort and Vision, sold a controlling stake in the combined company and retained a 20% equity stake in the new company valued at the transaction value. As a result of this transaction, the Fund realized \$343.7 million and \$122.6 million for Syncsort and Vision, respectively. These amounts exclude prior realizations. The Fund's equity stake is in Vero Parent Holdings, LLC which owns Starfish Parent, LP. Unrealized value of the 20% equity stake in the new company is included in the total value of the Vision Solutions, Inc line item.*
- 14) *Miscellaneous includes investments representing less than \$50.0 million invested capital, whose gain or loss is less than \$50.0 million or whose projected investment period was expected to be less than 14 months. The investments currently under Miscellaneous are Abaco Energy, Diligent, Fullbeauty, Help/Systems, Janus, Janus Term Loan, JetSmarter, JetSmarter Promissory Notes, Knight-DIP Loan, Net Documents-Promissory Note, P2 Upstream, Perforce, Perforce Term Loan, Provation, Sanjel, Triple Point, Vision-Promissory Note, and Wheel Pros. Additional information on these investments can be provided upon request.*
- 15) *IronGate Energy Services, LLC merged with Knight Energy Holdings, LLC in Q4 2018. As a result of the merger, the IronGate Energy Services, LLC Notes converted into Knight Energy TopCo, LLC equity.*
- 16) *Reflects investment only in 2nd Lien Term Loan. Total aggregate investment and total value in Stratus Technologies Bermuda Ltd., including investment in 1st Lien Notes, is \$57.8 million and \$103.6 million, respectively, or a gross multiple of 2.0x and an IRR of 300+%.*
- 17) *Miscellaneous includes realized, partially realized and unrealized investments representing less than \$22.5 million invested capital, whose gain or loss is less than \$22.5 million or whose projected investment period was expected to be less than 14 months. The investments currently under Miscellaneous are Ashley Stewart Promissory Notes, Better For You Promissory Notes, FrontRange Holdings Term Loan, Futuris Global Promissory Notes, Inventus Solutions Bridge Notes, Inventus Solutions Notes, THQ, New Enterprise Stone & Lime, NMW, Sage Term Loan, Sanjel Corp Notes, SITEL, Stratus Notes, Tolt Promissory Notes, IronGate Notes, NCSG Notes, FloWorks Holdings, Transworld Systems, Better For You Unsecured Promissory Notes, and NetDocuments Promissory Notes. Additional information on these investments can be provided upon request.*
- 18) *Miscellaneous includes investments representing less than \$15 million invested capital, whose gain or loss is less than \$12 million or whose projected investment period was expected to be less than 14 months. The investments under Miscellaneous include FiberTower, Allis-Chalmers Energy, SafeNet, Activant Solutions, Angiotech Pharmaceuticals, Biolabs, Powerwave Technologies, Finisar Corporation, Entelos, Futuris Global, Northland Cable, Armtec Holdings, Tolt Promissory Notes, Isola, Platinum Energy Notes, Inventus Solutions Bridge Note, Peer, Inventus Solutions Notes, AS Americas, Managed Mobility Holdings, SWI, Mycom, NMW, Heat Software Term Loan, Tolt Subordinated Promissory Notes, and Bluefly. Additional information on these investments can be provided upon request.*
- 19) *In June, 2017, Idera announced a sale of a controlling stake to a new sponsor. The original loan invested in by Clearlake was paid off and Clearlake invested in a new Second Lien Term Loan within 30 days. Invested capital of \$27.2 million reflects the total invested capital of the Second Lien Term Loan net of the invested capital of the \$22.5 million in the original investment that was "rolled" into this Second Lien Term Loan. Total Value is net of the \$22.5 million received when the original loan was paid off in June, 2017.*
- 20) *Miscellaneous for COP includes investments representing less than \$24.3 million invested capital, whose gain or loss is less than \$24.3 million or whose projected investment period was expected to be less than 14 months. The investments currently under Miscellaneous are P2 Upstream, MSC Software, Greenway Medical, JetSmarter, and JetSmarter Promissory Note.*



Endnotes

- 21) COP (P) and COP (E) performance data provided herein have been combined because COP (P) and COP (E) generally follow the same investment strategy. However, there are notable differences in their respective economic, liquidity and other terms. For instance, COP (P)'s management fee is equal to 1.75% on its aggregate capital commitments during its commitment period, 1.75% of its actively invested capital after a successor fund begins to pay Clearlake a management fee, and 1.50% of its actively invested capital after the end of its commitment period, whereas COP (E)'s management fee is equal to 1.75% of the net asset value of the capital accounts of each limited partner. Additionally, COP (P)'s carried interest rate to its general partner is generally 20% subject to achieving an 8% preferred return, whereas COP (E)'s incentive allocation rate to the general partner is generally 20% subject to achieving a 6% preferred return. COP (P)'s commitment period is the later of five years after the final close of COP (P) or the initial date of the drawdown of capital commitments, whereas COP (E) does not have a similar commitment period. However, COP (E) investors are generally subject to a three year lock-up period. Furthermore, COP (E) limited partners may generally exercise their withdrawal rights three years following their commitment; such withdrawal right was not able to be first exercised prior to July 24, 2018. COP (P) has a term of ten years with two one-year extensions, whereas COP (E) is an evergreen style fund with no fixed term. The recycling period in COP (P) terminates on the fifth anniversary of the later of (i) the initial drawdown of capital commitments or (ii) the final closing, whereas the recycling period in COP (E) does not terminate. In general, expenses of COP I are allocated among COP (P) and COP (E) pro rata based on an investor's capital commitment in COP (P) and COP (E) and expenses related to COP I investments are allocated among COP (P) and COP (E) based on the respective invested capital of COP (P) and COP (E) in the applicable investment. Additional differences between the terms of COP (P) and COP (E) can be found in Clearlake's Form ADV and upon request. The Gross Multiple and Gross IRR for COP (P) and COP (E) are 1.4x and 17.9% and 1.4x and 19.3%, respectively. See Note 6, above, for a discussion of Gross Multiples and Note 7, above, for a discussion of Gross IRRs. The Net Multiple and Net IRR for COP (P) and COP (E) are 1.1x and 10.6% and 1.1x and 12.5%, respectively. See Note 8, above, for a discussion of Net Multiples and Note 7, above, for a discussion of Net IRRs.
- 22) COP core investments include investments representing more than \$24.3 million invested capital, whose gain or loss is more than \$24.3 million or whose projected investment period was expected to be more than 14 months. Fund V core investments include investments representing more than \$85.0 million invested capital, whose gain or loss is more than \$85.0 million or whose projected investment period was expected to be more than 14 months. Fund IV core investments include investments representing more than \$50.0 million invested capital, whose gain or loss is more than \$50.0 million or whose projected investment period was expected to be more than 14 months. Fund III core investments include investments representing more than \$22.5 million invested capital, whose gain or loss is more than \$22.5 million or whose projected investment period was expected to be more than 14 months. Fund II core investments include investments representing more than \$15 million invested capital, whose gain or loss is more than \$12 million or whose projected investment period was expected to be more than 14 months.
- 23) As of February 28, 2017, Fund I was fully liquidated and dissolved. All performance data is as of February 28, 2017. Fund I's liquidating distribution included a distribution in-kind, and therefore the reported gross and net IRRs and multiples are based on the investment valuation as of the transaction date, as determined by Clearlake based on its valuation policy and supported by third-party valuations.
- 24) Excludes \$1.05 million of side pocket investment held for Reservoir Capital Group, L.P.
- 25) Excludes CompuDyne note – Secured Term Loan held for less than one year.
- 26) Miscellaneous for Fund I includes five investments: four realized investments held for less than one year (Acxiom Corp., CompuDyne – Secured Term Loan, Intergraph Corp., and GXS, Inc.) and Aldata.

