Risk Factors Comparison 2024-02-23 to 2023-02-24 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Risks Related to Our Business We depend on our senior leadership and key investment and other professionals, and the loss of their services or investor confidence in such professionals could have a material adverse effect on our results of operations, financial condition and cash flow. We depend on the experience, expertise, efforts, skills and reputations of our investment and other professionals, including our senior leadership, senior advisors and other key personnel, none of whom are obligated to remain employed or otherwise engaged with us. For example, our ability to continue delivering strong fund returns depends on the investments that our investment professionals and other key personnel identify and the synergies among their diverse fields of expertise. Senior leadership, investment professionals and other key personnel also have strong business relationships with our fund investors and other members of the business community. The loss of any of their services, including if any were to join or form a competing firm, could have a material adverse effect on our results of operations, financial condition and cash flow and could harm our ability to maintain or grow AUM in existing funds or raise additional funds in the future. Further, there can be no assurance that our founder succession process or plans to transition to long- term corporate governance by an independent board of directors will facilitate an orderly transition. In addition, the failure of certain " key persons " (i. e., professionals who are named as " key persons " for **certain** ~~some or all~~ of our funds) to devote the requisite time and attention required under a fund' s governing documents could cause the automatic suspension or termination of the fund' s commitment period, and in certain cases the general partner' s replacement and / or the fund' s dissolution. If " key persons " engage in certain forms of misconduct, fund investors could have the right to, among other things, remove the general partner, terminate the commitment period and / or dissolve the fund. See " — Third- party investors in our funds have the right under certain circumstances to remove the general partner of the fund, terminate commitment periods or dissolve the funds, each of which could lead to a substantial decrease in our revenues. " Moreover, many of our senior professionals' equity interests in us are already substantially vested, thereby limiting their incentive to remain with us. Any of the foregoing could lead to a substantial decrease in our revenues or materially and adversely affect our reputation. Our ability to attract, retain and motivate investment and other key professionals is critical to our success. Our failure to do so could have a material adverse effect on our results of operations, financial condition and cash flow. Our success depends on our ability to retain and recruit investment and other professionals. The market for investment and other professionals is extremely competitive, and we may not succeed in retaining or recruiting qualified investment or other professionals to sustain our current performance or pursue our growth strategy. Our senior leadership, investment professionals and other key personnel possess substantial experience and expertise in investing, assist with locating and executing our funds' investments, have significant relationships with the institutions that are the source of many of our funds' investment opportunities and have strong business relationships with our fund investors. Therefore, the departure of members of our senior leadership, our investment professionals or other key personnel, particularly if they join competitors or form competing firms, could result in the loss of significant investment opportunities and certain fund investors and could impair our funds' performance. Our ability to recruit, retain and motivate qualified investment and other professionals depends primarily on our ability to offer attractive compensation packages. Efforts to retain or attract investment professionals and other professionals could therefore result in significant additional expenses, which would negatively affect our profitability. Amounts earned by our investment and other professionals who participate in partnership equity programs will vary from year to year depending on our overall realized performance. As a result, there may be periods when we determine that realized performance allocations (together with other then- existent partnership return elements) are not sufficient to incentivize individuals, which could result in our having to increase salaries, cash bonuses, other equity awards and other benefits, modify existing programs or use new incentive programs, which could increase our compensation costs. Reductions in partnership equity programs could also make it harder to retain investment professionals and other key personnel and cause these individuals to seek other employment opportunities. **We may also not be able to provide our senior professionals with equity interests in our business to the same extent or with the same economic and tax consequences as those from which our existing senior professionals benefited prior to the IPO, and in years of poor realization such new equity interests may be inadequate to incentivize and retain our key personnel.** Furthermore, changes in tax laws in the United States and the United Kingdom (the " U. K. ") have increased tax rates on various items of income and gain realized by our investment professionals, which in turn could impact our ability to recruit, retain and motivate our current and future investment professionals. Additionally, legislative changes have been proposed that, if enacted, could further increase applicable tax rates. See " — Risks Related to Taxation — Legislative changes have been proposed that would, if enacted, modify the tax treatment of partnership interests. If this or any similar legislation or regulation were to be enacted and apply to us, we could incur a substantial increase in our compensation costs and it could result in a reduction in the value of our Class A common stock. " ~~We may not be able to provide our future senior professionals with the opportunity to acquire equity interests in our business to the same extent or with the same economic and tax consequences as those from which our existing senior professionals previously benefited prior to the IPO. For example, following the IPO, we adjusted our incentive package for our investment and other professionals to include partnership equity interests and restricted stock units (" RSUs ") in addition to the historic vintage share awards, investment-specific awards and discretionary performance allocation awards. The adjusted incentive package has different economic and tax characteristics than our prior blend of cash and equity incentives and may not prove adequate in years of poor realization to adequately incentivize and retain our key personnel. In order to recruit and retain existing and future investment professionals and other key personnel, we may need to increase the level, or change the form or composition, of the compensation and other~~

~~incentives they receive, which may cause a higher percentage of our revenue to be paid out in the form of compensation, adversely impacting our profit margins.~~ In addition, the confidentiality agreements, restrictive covenants and other arrangements with some of our senior leadership, investment professionals and other key personnel may not prevent them from leaving us, joining our competitors or otherwise competing with us. Depending on which entity is a party to these agreements and the laws applicable to these agreements, we may be unable to, or may find it impracticable to, enforce them, and certain of these agreements may be waived, modified or amended at any time without our consent. Even when enforceable, these agreements expire after certain periods of time, at which point investment professionals and other key personnel are free to compete with us and solicit our fund investors and employees. Poor performance of our funds would cause a decline in our revenue, may obligate us to repay performance allocations previously paid to us and could negatively impact our ability to raise capital for future funds. We primarily derive revenues from: • management fees, which are generally based on the amount of capital committed or invested in our funds; • performance allocations, which are based on the performance of our funds; • investment income from our investments as general partner; • compensation our broker- dealer or related entities receive for various capital markets services; and • expense reimbursements. Poor performance of our funds could make it more difficult for us to raise new capital. Existing and potential investors continually assess our funds' performance, and our ability to raise capital for existing funds and future funds, as well as avoiding excessive redemptions from our **open- ended funds, including certain of our credit funds and our** public equity funds, depends on our funds' continued satisfactory performance. Accordingly, poor fund performance may deter future investment in our funds and thereby decrease our AUM and revenue. In addition, capital markets fees are typically dependent on transaction frequency and volume, and a slowdown in the pace or size of investments by our funds could adversely affect the amount of fees generated by our broker- dealer. Any of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flow. If a fund performs poorly, we will receive little or no performance allocations relating to our interest in the fund and little income, or possibly losses, from any principal investment in the fund, which could decrease our revenue. Investors could also demand lower fees or fee concessions for existing or future funds, which would likewise decrease our revenue. Further, if a fund does not achieve total investment returns that exceed a specified investment return threshold for the life of the fund as a result of poor performance of later investments in a fund' s life, we may be obligated to return the amount by which performance allocations previously distributed to us exceed amounts to which we are ultimately entitled. See " — The clawback provisions in our governing agreements may give rise to contingent obligations that may require us to return amounts to our funds and fund investors. " Our inability to raise new funds or capital for our funds could result in lower management fees and less capital to invest and place pressure on fees and fee arrangements of future funds, which could have a material adverse effect on our results of operations, financial condition and cash flow. Our current private equity, real estate and certain **of our credit and** other funds and investment vehicles have a finite life and a finite amount of commitments from fund investors. Once a fund nears the end of its investment period, our success depends on our ability to raise additional or successor funds in order to keep making investments and, over the long term, keep earning steady management fees. If we are unable to raise successor funds of a comparable size without delay, our revenues may decrease as the investment periods of our predecessor funds expire and associated fees decrease. In addition, investors in our **open- ended funds, including certain of our credit funds and our** public equity funds **, and our BDC,** have the ability to redeem their fund interests and move their capital to other investments; these funds' management fees and performance allocations would decline if we are unable to raise capital to replace that of redeeming fund investors. We may seek to raise significant capital for successor funds at a time when our competitors, some of whom have substantially larger capital formation teams, are likewise engaged in significant fundraising campaigns, or at a time when investors, as a result of general economic downturn or otherwise, are limiting or reducing their total investments. By the time we seek to raise new funds, investors who might otherwise have participated may have already allocated all of their available capital to other funds and therefore be unable to commit to ours. We could struggle to raise successor funds or fresh capital for other reasons beyond our control, including as a result of general economic or market conditions or regulatory changes, which could have a material adverse effect on our results of operations, financial condition and cash flow. In addition, certain institutional investors, including sovereign wealth funds and public pension funds, continue to demonstrate an increased preference for alternatives to traditional fund structures, such as managed accounts, specialized funds and co- investment vehicles. There can be no assurance that historical or current levels of commitments to our funds from these investors will continue. Investors in our funds may decide to move their capital away to other investments for any number of reasons, such as changes in interest rates that make other investments more attractive; poor investment performance; changes in investor perception regarding our focus or alignment of interest, including if we change or broaden a fund' s investment strategy; reputational concerns; legislation reducing or minimizing the ability to invest in alternative assets; or departures or changes in responsibilities of key investment professionals. In the U. K. and Europe, there has been a shift from defined benefit pension plans to defined contribution plans, and many public pension funds, including in the United States, the U. K. and Europe, are and may continue to be significantly underfunded, all of which could reduce the amount of assets available for us to manage on behalf of certain of our clients. Moreover, certain institutional investors prefer to in- source their own investment professionals and make direct investments in alternative assets without the assistance of investment advisers like us. Such institutional investors may become our competitors and could cease to be our clients. We have also entered into, and expect to continue to enter into, customized investment programs with select investors, which can take the form of contractual arrangements pursuant to broader strategic relationships, separately managed accounts (" SMAs ") and other bespoke investment structures. In exchange for significant historical and / or future commitments, these arrangements can include the establishment of dedicated vehicles, discounted management fees, reduced performance allocations, the right to participate in co- investment opportunities and knowledge sharing, training and secondment programs. These arrangements could increase the cost of raising capital at the scale and level of profitability we have historically achieved. Further, certain investors have implemented, or may implement, restrictions against investing in certain types of asset classes, which would affect our ability to raise new funds focused on those asset classes. Countries' implementation of certain tax measures may also adversely impact our funds' ability to raise capital from certain investors if these investors decide that it is more tax efficient for them to invest on their own or only in funds with similarly situated investors. See " — Our funds invest in companies that are based outside of the United States, which may expose us to additional risks not typically associated with investing in companies that are based in the United States " and " — Risks Related to Taxation — Changes in relevant tax laws, regulations or treaties or an adverse interpretation of these items by tax authorities could negatively impact our effective tax rate and tax liability. " The failure of our funds to raise capital in sufficient amounts and on satisfactory terms could decrease our AUM and revenue and have a material adverse effect on our results of operations, financial condition and cash flow. A decline in the pace or size of investments by our funds could result in our receiving less revenue from fees. Management fee revenue constitutes the largest portion of income from our business and depends on the pace of investment activity in our funds. ~~We~~ **For almost all of our funds, we** charge management fees based on the amount of capital invested during a portion, and sometimes all, of a fund' s fee- paying life. As a result, the pace at which we make investments, the length of time we hold these investments and the timing of dispositions directly impact our revenues. Many factors could cause a decline in the pace of investment, including the inability of our investment professionals to identify attractive investment opportunities, competition for such opportunities, decreased availability of capital on attractive terms and our failure to consummate identified investment opportunities because of business, regulatory or legal complexities and adverse developments in the U. S. or global economy or financial markets. In addition, in certain cases a decline in investment value can reduce the invested capital fee base. As a result, the variable pace at which many of our funds invest capital and dispose of investments, and variations in underlying asset value, may cause our management fee revenue to vary from one quarter to the next. We would generally expect a slowdown in investment pace to cause an eventual decline in other sources of revenue such as transaction fees and fees earned by our broker- dealer. Likewise, during attractive selling environments, our funds may capitalize on increased opportunities to exit investments, and an increase in the pace at which our funds exit investments, if not offset by new commitments and investments, would reduce management fees. Additionally, higher fundraising activity also generates incremental expenses and, as new capital commitments may not immediately generate fees, we could incur fundraising related costs ahead of generating revenues. We may reduce our AUM, limit its growth, reduce our fees or otherwise alter the terms under which we do business when we deem it to be in the best interest of our fund investors, even when such actions may be contrary to the near- term interests of stockholders. From time to time we may decide it is in our best interest to take actions that could reduce the profits we could otherwise realize in the short term. While we believe that our commitment to treating our fund investors fairly is in the long- term interest of us and our stockholders, we may take actions that could adversely impact our short- term profitability, and there is no guarantee that such actions will benefit us in the long term. For example, we may seek to benefit fund investors by limiting AUM to an amount we believe can be invested appropriately in accordance with our investment mandate and current or anticipated economic and market conditions or by voluntarily reducing management fee rates and terms for certain of our investors, funds or strategies, even when doing so may reduce our short- term revenue. See " — Our inability to raise new funds or capital for our funds could result in lower management fees and less capital to invest and place pressure on fees and fee arrangements of future funds, which could have a material adverse effect on our results of operations, financial condition and cash flow. " Many of our funds utilize subscription line facilities to fund investments prior to the receipt of capital contributions from the fund' s investors. As using a subscription line facility delays fund capital calls, the investment period of such capital is shortened, which may increase a fund' s reported Gross and Net IRR (each as defined herein). However, since interest expense and other costs of borrowings under subscription line facilities are a fund expense, borrowing will reduce the fund' s net multiple of invested capital and may reduce the amount of performance allocations the fund generates. Any reduction in performance allocations will negatively impact our revenues. We may also take other actions that could adversely impact our short- term results of operations when we deem such action appropriate. For example, we may waive management fees on certain vehicles at various times. We may delay the realization of performance allocations to which we are otherwise entitled if we determine (based on a variety of factors, including the stage of the fund' s life cycle and the extent of fund profits accrued to date) that there would be an unacceptably high risk of future clawback obligations, or for other reasons. Any of the foregoing delays could result in a deferral of realized performance allocations to a subsequent period, if they are earned at all. See " — Parts of our revenue, earnings and cash flow are highly variable, which could cause volatility in the price of our Class A common stock. " Our investors in future funds may negotiate to pay us lower management fees, reimburse us for fewer expenses or change the economic terms to be less favorable to us than those of our existing funds, which could have a material adverse effect on our results of operations, financial condition and cash flow. We negotiate terms with existing and potential investors when raising capital for new or existing funds. These negotiations could result in terms that are materially less favorable to us than the terms of our prior funds. For example, such terms could restrict our ability to raise funds with investment objectives or strategies that compete with existing funds, increase the hurdle required to be generated on investment prior to our right to receive management fees and performance allocations, add expenses and obligations for us in managing funds or increase our potential liabilities. Further, as institutional investors increasingly consolidate their relationships with investment firms and competition becomes more acute, we may receive more requests to modify the terms of our new funds, including reductions in management fees. For example, certain of our newer funds include more favorable terms for fund investors that commit to early closes. Any agreement to or changes in terms less favorable to us could result in a material decrease in our profitability and have a material adverse effect on our results of operations, financial condition and cash flow. Further, investors increasingly expect to make investments in our funds on customized terms. We may enter into separate agreements and / or create separate vehicles with certain individual investors, which may include, among other things, provisions permitting an investor to opt out of particular investments, discounting an investor' s management fee, reducing our share of performance allocations or granting an investor preferential rights with respect to co- investment opportunities. Any agreement to terms that are more favorable than those set forth in a fund' s governing documents could result in a material decrease in our profitability and have a material adverse effect on our results of operations, financial condition and cash flow. Certain institutional investors have also publicly criticized specific fund fee and expense structures. We have received, and expect to continue to receive, requests from a variety of fund investors and groups representing such investors to decrease fees, modify our performance allocations and change incentive fee structures, which could result in a reduction or delay our receipt of performance allocations and incentive fees. The Institutional Limited Partners Association (" ILPA ") maintains and revises from time to time a set of Private Equity Principles (the " Principles "), which continue to call for enhanced " alignment of interests " between general partners and limited partners through modifications of some of the terms of fund arrangements, including guidelines for performance allocations, fees and fee structures. We endorsed the Principles as an indication of our general support for ILPA' s efforts. Further, the SEC' s focus on certain fund fees and expenses, including whether such fees and expenses were appropriately disclosed to fund limited partners, may lead to increased publicity that could cause fund investors to further resist certain fees and expense reimbursements. Significant changes to our fund fee and expense structures in response to requirements of institutional investors, ILPA or the SEC could have a material adverse effect on our results of operations, financial condition and cash flow **. The Acquisition may not achieve its intended benefits, and certain difficulties, costs or expenses may outweigh such intended benefits. While we expect the Acquisition to benefit the Company and our stockholders, the completion of the Acquisition also exposes our business to new and varying risks. We also cannot assure you that we will be able to successfully integrate TPG Angelo Gordon or otherwise realize the expected benefits of the Acquisition. The success of the Acquisition depends on, among other things, our ability to: • mitigate risks that arise from the diversion of management' s time and attention from our existing business and to otherwise minimize any disruption to our ongoing businesses; • properly manage potential conflicts of interest with our existing businesses; • integrate TPG Angelo Gordon' s business model and people into our businesses, including realizing the benefits of expected synergies; • implement adequate investment processes, controls and procedures that are appropriate for the combined company, including TPG Angelo Gordon' s obligations to provide financial reporting as part of a public company, and to manage any associated incremental operating costs; • retain TPG Angelo Gordon' s current clients and / or employees and expand product offerings to potential new investors; and • manage the increased demands on our information systems, operational systems and technology, including related security systems and infrastructure. Many of these factors will be outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management' s time and focus, which could have a material and adverse effect on our results of operations, financial condition and cash flow. In addition, other events outside of our control, including, but not limited to, political climate, macroeconomic events and regulatory or legislative changes, including in jurisdictions in which we have not historically operated, could limit our ability to realize the anticipated benefits from the Acquisition. Incorporation of TPG Angelo Gordon into the Company results in certain incremental risks and exacerbates existing risks of our business. TPG Angelo Gordon operates its business as a new platform of TPG focused on credit and real estate investments. These investments are new to the Company and, especially in the case of credit funds, pose incremental risks, many of which may be material. These risks include, but are not limited to: • financial, regulatory and other risks related to investment in real estate assets in new geographies, including increased exposure to real estate assets in Europe and Asia; • risks related to investments made pursuant to special situation and distressed debt investment strategies; • litigation and regulatory risks relating to credit products, including risks arising in jurisdictions in which we have not previously operated; • risks related to investments in, regulation of, and reserve requirements related to CLOs; and • risks related to TCAP, TPG Angelo Gordon' s BDC. In addition, the acquisition of TPG Angelo Gordon may heighten the potential adverse effects on our business, operating results, cash flows or financial condition described in other risk factors in this report, including, but not limited to: • risks related to changes in general, economic, market and political conditions, and interest rates; • risks related to adverse capital and credit market conditions; • risks related to the management of potential conflicts of interest; • risks related to our Earnout Payment (as defined herein) • risks related to retention of key professionals; • risks related to fundraising and fund performance; • risks related to demands on our information systems, operational systems and technology, including related security systems and infrastructure; and • regulatory risks across numerous jurisdictions** . We may not be successful in executing or managing the complexities of new investment strategies or expanding into new markets and businesses, which could have a material adverse effect on our results of operations, financial condition and cash flow. We continuously look to expand our platform through investments in, and development or acquisition of, businesses, products and investment strategies complementary to our existing business. The success of our growth strategy depends on, among other things: • our ability to correctly identify and create products that appeal to investors; • how our existing fund investors view any new initiatives; • mitigating risks that arise from the diversion of management' s time and attention from our existing businesses; • our ability to properly manage conflicts of interests with our existing businesses; • minimizing any disruption to our ongoing businesses; • management' s ability to develop and integrate new businesses and the success of integration efforts; • our ability to identify and manage risks in new lines of businesses; • our ability to successfully negotiate and enter into beneficial arrangements with new counterparties; • our ability to implement adequate investment processes, controls and procedures that we have already developed around our existing platforms and / or identify and develop new policies, controls and procedures appropriate in light of a new business, product or investment strategy; • our ability to successfully enter into markets or businesses in which we may have limited or no experience; • managing the increased demands on our information systems, operational systems and technology, including related security systems, and infrastructure; • our ability to achieve expected results or realize expected synergies from newly developed products or strategic alliances; • our ability to obtain requisite approvals and licenses from relevant governmental authorities and to comply with applicable laws and regulations without incurring undue costs or delays; and • the broadening of our geographic footprint and successfully managing the risks associated with conducting operations in foreign jurisdictions (including regulatory, tax, legal and reputational consequences). In some instances, we may determine that growth in a specific area is best achieved through the acquisition of an existing business **, as with our recent acquisition of TPG Angelo Gordon** . Our ability to consummate an acquisition will depend on our ability to identify and accurately value potential acquisition opportunities and successfully compete for these businesses against companies that may have greater financial resources. Even if we are able to identify and successfully negotiate and complete an acquisition, these transactions can be complex, and we may encounter unexpected difficulties or incur unexpected costs. The following factors, among others, could also limit the success of a firm acquisition: • difficulties and costs associated with the integration of operations and systems; • **required investment of capital and other resources, including costs associated with additional regulatory compliance; •** difficulties integrating the acquired business' s internal controls and procedures into our existing control structure and resolving potential conflicts that arise in light of the acquired business; • difficulties and costs associated with the assimilation of employees; and • the risk that a change in ownership will negatively impact the relationship between an acquiree and the investors in its investment vehicles. Historically, we have had, and in the future may have, a new product, business or venture developed internally or by acquisition that proves to be unsuccessful. In those instances, we may decide to wind down, liquidate and / or discontinue those products, businesses or ventures, and we have done so in the past. Such actions could negatively impact our relationships with investors in those businesses, subject us to litigation or regulatory inquiries and expose us to additional expenses, including impairment charges and potential liability from investor or other complaints. Entry into certain lines of business may subject us to new laws and regulations with which we are not familiar, or from which we are currently exempt, and may lead to increased litigation and regulatory risk and expense. New products or strategies could have different economic structures than our traditional funds and may require a different marketing approach. Our strategic initiatives may include joint ventures, in which case we will be subject to additional risks and uncertainties in that we may be dependent upon, and subject to liability, losses or reputational damage relating to, systems, controls and personnel that are not under our control. There can be no assurance that any joint venture opportunities will be successful. In addition, to the extent that we distribute products through new channels, including through unaffiliated firms and / or those providing access to retail investors, we may be unable to effectively monitor or control the manner of their distribution. These activities also will impose additional compliance burdens on us, subject us to enhanced regulatory scrutiny and expose us to greater reputation and litigation risk. Further, these activities may give rise to conflicts of interest and related party transaction risks and may lead to litigation or regulatory scrutiny. There can be no assurance that any new product, business or venture we develop internally or by acquisition will succeed. We are subject to increasing scrutiny from fund investors and regulators on ESG matters, which may constrain investment opportunities for our funds and negatively impact our ability to raise capital from such investors. Our fund investors, stockholders, regulators and other stakeholders are increasingly focused on ESG matters. Certain fund investors consider our record of socially responsible investing and other ESG factors, including by relying on third- party benchmarks or scores, in determining whether to invest in our funds. At times, certain fund investors have conditioned future capital commitments on the taking of or refraining from taking certain ESG-related actions. Although several of our funds are focused on socially responsible and climate- focused investing, other funds may make investments that fund investors or stockholders view as inconsistent with their ESG standards. If our ESG practices or third- party ratings do not meet the standards set by these fund investors or stockholders, or if we fail, or are perceived to fail, to demonstrate progress toward our ESG goals and initiatives, they may choose not to invest in our funds or exclude our Class A common stock from their investments, and we may face reputational damage. To the extent our access to capital from fund investors focused on ESG ratings or matters is impaired, we may not be able to maintain or increase the size of our funds or raise sufficient capital for new funds, which may adversely affect our revenues. Further, there can be no assurance that fund investors and other stakeholders will determine that our ESG initiatives, goals and commitments are sufficiently robust. There can be no assurance that we will be able to accomplish any announced goals related to our ESG program, as statements regarding our ESG goals reflect our current plans and aspirations and are not guarantees that we will be able to achieve them within the timelines we announce or at all. Further, as part of our ESG practices, we rely on the services and methodologies of Y Analytics, an affiliated public benefit organization. Such services and methodologies by Y Analytics could prove to be inaccurate and there can be no assurance that they will be successful. The occurrence of any of the foregoing could negatively impact our relationships with fund investors, our ability to raise funds and capital and the price of our Class A common stock, all of which could adversely affect our business and results of operations. Anti- ESG sentiment has gained momentum across the United States, with ~~several~~ **a growing number of** states having enacted or proposed " anti- ESG " policies, legislation or issued related legal opinions. For example, (i) boycott bills target financial institutions that " boycott " or " discriminate against " companies in certain industries and prohibit state entities from doing business with such institutions and / or investing the state' s assets (including pension plan assets) through such institutions; and (ii) ESG investment prohibitions require that state entities or managers / administrators of state investments make investments based solely on pecuniary factors without consideration of ESG factors. If fund investors subject to such legislation viewed our funds or ESG practices, including our climate- related impact strategies, as being in contradiction of such " anti- ESG " policies, legislation or legal opinions, such fund investors may not invest in our funds, our ability to maintain the size of our funds could be impaired, and it could negatively affect our results of operations, financial condition and cash flow. Additionally, asset managers have been subject to recent scrutiny related to ESG-focused industry working groups, initiatives, and associations, including organizations advancing action to address climate change or climate- related risk. **Further, the Supreme Court' s recent ruling striking down race- based affirmative action in higher education has increased scrutiny of corporate diversity, equity and inclusion (" DEI ") practices. Some groups and state attorneys general have begun to analogize the outcome of that case to private employment matters, asserting that certain corporate DEI practices are racially discriminatory and unlawful.** Such **anti- ESG and anti- DEI related policies, legislation, initiatives and** scrutiny could expose us to the risk of **litigation,** antitrust investigations or challenges by federal or state authorities, result in **injunctions, penalties and** reputational harm and **require certain investors to divest or** discourage certain fund investors from investing in our funds. There is a growing interest on the part of fund investors and regulators in ESG factors and increased demand for, and scrutiny of, ESG- related disclosures by asset managers, which exposes us to additional risks. For example, this additional scrutiny has increased the risk that asset managers could be perceived as, or accused of, making inaccurate or misleading statements regarding the investment strategies of their funds or their and their funds' ESG efforts or initiatives, often referred to as " greenwashing. " Any such perception or accusation could damage our reputation, result in litigation or regulatory actions, and adversely impact our ability to raise capital and attract new fund investors. In addition, there has been increased regulatory focus on ESG- related practices by investment managers and regulators, and new regulatory initiatives related to ESG that are applicable to us, our funds and their portfolio companies could adversely affect our business. There is a growing regulatory interest across jurisdictions in improving transparency regarding the definition, measurement and disclosure of ESG factors to allow investors to validate and better understand sustainability claims. For example, **in May 2022,** the SEC ~~has~~ proposed amendments to rules and reporting forms concerning **ESG factors. In August 2023** , ~~among other~~ -- **the** ~~things~~ **SEC adopted its final rule enhancing the regulation of private fund advisers** , ~~enhanced~~ **which includes requirements with respect to the** disclosure **of certain information** ~~requirements for investment managers regarding the ability~~ to ~~market funds as green, sustainable or~~ **investors that could affect the way certain** ESG- **related** ~~focused and the incorporation~~ **information is shared** ~~of ESG factors by registered investment companies and advisers. These proposed rules are not in final form and therefore we cannot determine how they may affect our funds~~ . In addition, in 2021 the SEC established an enforcement task force to **examine** ~~look into~~ ESG practices and disclosures by public companies and investment managers and has begun to bring enforcement actions based on ESG disclosures not matching actual investment processes. ~~On~~ **In** March ~~21,~~ 2022, the SEC issued a proposed rule regarding the enhancement and standardization of mandatory climate- related disclosures for investors. The proposed rule would mandate extensive disclosure of climate- related data, risks, and opportunities, including financial impacts, physical and transition risks, related governance and strategy, and greenhouse gas emissions, for certain public companies. Although the ultimate date of effectiveness and the final form and substance of the requirements for this proposed rule is not yet known and the ultimate scope and impact on our business is uncertain, compliance with this proposed rule, if finalized, ~~may~~ **will likely** result in increased legal, accounting and financial compliance costs, make some activities more difficult, time- consuming and costly, and place strain on our personnel, systems and resources **. At the state level, in October 2023, California enacted legislation that will ultimately require certain companies that do business in California to publicly disclose their Scopes 1, 2 and 3 greenhouse gas emissions, with third party assurance of such data, and issue public reports on their climate- related financial risk and related mitigation measures. We, our funds and their portfolio companies could become subject to additional regulations, penalties and / or risks of regulatory scrutiny and enforcement in the future. We cannot guarantee that our current ESG program and practices will meet future regulatory requirements, reporting frameworks or best practices, increasing the risk of related enforcement. Compliance with new requirements may lead to increased management burdens and costs. If the SEC or any other governmental authority, regulatory agency or similar body were to take issue with our past or future practices, then we, our funds and / or their portfolio companies may be at risk for regulatory sanction, and any such investigations could be costly, distracting and / or time consuming. There is also a risk of mismatch between U. S., EU and U. K. regulatory initiatives** . Further, with respect to both voluntary and mandated ESG disclosures, we and our portfolio companies may not successfully implement measurement processes and disclosure controls and procedures that meet evolving investor, activist, or regulatory expectations. Any enhancements to such processes and controls may be costly and give rise to significant administrative burdens. For example, collecting, measuring, and reporting ESG information and metrics can be costly, difficult and time consuming, is subject to evolving reporting standards, and can present numerous operational, reputational, financial, legal and other risks. If we or our portfolio companies do not successfully implement controls related to reporting ESG information, this could result in legal liability and reputational damage, which could impact our ability to attract and retain fund investors and employees. We and many of our portfolio companies may undertake extensive voluntary reporting on various ESG matters, including greenhouse gas emissions, diversity and human capital management. The standards for tracking and reporting on ESG matters are relatively new, have not been harmonized, and continue to evolve and we may fail to successfully implement or comply with, these rapidly developing ESG standards and requirements. In addition, we and our portfolio companies' selection of reporting frameworks or standards, and other methodological choices, such as the use of certain performance metrics, levels of quantification, value chain reporting, or materiality standards, may vary over time and may not always align with evolving investor and activist expectations or market practices. Outside of the United States, the European Commission adopted an action plan on financing sustainable growth, as well as initiatives at the European Union (" EU ") level, such as the SFDR (as defined herein). See " — Risks Related to Our Industry — Regulatory initiatives in jurisdictions outside the United States could negatively impact our business — Sustainable Finance. " Compliance with the SFDR and other ESG- related rules and frameworks has and is expected to result in increased legal, compliance, restrictions, reporting and other associated costs and expenses which would be borne by us and our funds because of the need to collect certain information to meet the disclosure requirements **, which are highly dynamic and subject to change** . Under these requirements, we are required to classify certain of our funds and their portfolio companies against certain criteria, some of which can be open to subjective interpretation. Our view on the appropriate classification may develop over time, including in response to statutory or regulatory guidance or changes in industry approach to classification. If regulators disagree with the procedures or standards we use for ESG investing, or new regulations or legislation require a methodology of measuring or disclosing ESG or impact that is different from our current practice, it could have a material adverse effect on our reputation, results of operations, financial condition and cash flow. **While in force, each of the Taxonomy Regulation, the SFDR and the associated regulatory technical standards remain subject to change, as a series of initiatives are ongoing for review and potential revision of**

each. If the relevant proposals are adopted, the relevant TPG funds may be obliged to update existing disclosures provided to investors, or changes to the investment portfolio of particular funds or name changes to particular funds may be necessary. In addition, where there are uncertainties regarding the operation of a framework, a lack of official, conflicting or inconsistent regulatory guidance, a lack of established market practice and / or data gaps or methodological challenges affecting the ability to collect relevant data, funds and / or fund managers may be required to engage third party advisors and / or service providers to fulfil the requirements, thereby exacerbating any increase in compliance burden and costs. If we, as the general partner, managing member or management company, or certain " key persons " engage in certain forms of misconduct, the governing agreements of our funds generally allow the investors of those funds to, among other things, remove the general partner, terminate the commitment period and / or dissolve the fund. Certain of those events may happen upon the affirmative vote of a specified percentage of limited partner interests entitled to vote, whereas others may happen automatically absent a limited partner vote to waive the event. In addition, our funds generally have the ability to terminate their agreements with the relevant management companies for any reason **. Our investment vehicles that are structured as " funds of one, " or SMAs, have a single investor or a few affiliated investors that typically have the right to terminate the investment period or cause a dissolution of the vehicle under certain circumstances** . Moreover, if certain " key persons " fail to devote the requisite time and attention to managing the fund, the fund' s commitment period will generally be automatically suspended for **a period of time, typically** 60 **or 90** days **,** and **, depending on** ~~then~~ - **the fund' s governing documents, may be** ~~terminate~~ **terminated** unless a majority in interest of the fund' s investors elect to continue the commitment period **or an appropriate successor is approved by the fund' s advisory committee** . While we believe that our investment professionals have appropriate incentives to remain in their respective positions based on equity ownership, profit participation and other contractual provisions, there can be no guarantee of the ongoing participation of our investment professionals in respect of our funds. If a general partner is removed, we would no longer be involved in the management or control of the fund, and there could be no assurance regarding the fund' s ability to consummate investment opportunities and manage portfolio companies. In addition, if a general partner is removed for certain bad acts, the amount of accrued performance allocations we would otherwise receive may significantly decrease. In the event that a fund is dissolved prematurely, it may be required to dispose of its investments at a disadvantageous time or make in- kind distributions. Although we periodically engage in discussions with fund investors and / or advisory committees of our funds regarding a waiver of such provisions or replacement of relevant key persons with respect to executives whose departures have occurred or are anticipated, such waiver or replacement is not guaranteed. Such an event with respect to any of our funds would likely result in significant reputational damage to us and could negatively impact our future fundraising efforts, cause us to agree to less favorable terms with respect to the affected fund or have a material adverse effect on our results of operations, financial condition and cash flow. If we are required to liquidate fund investments at a disadvantageous time as a result of dissolution, management fees and performance allocations would terminate, and we could ultimately realize lower- than- expected return on the investments and, perhaps, on the fund itself. We do not know whether, or under what circumstances, our funds' investors are likely to exercise such right. In addition, because our funds generally have an adviser registered under the Advisers Act, each fund' s management agreement must require the fund' s consent for any " assignment " of the agreement, which may be deemed to occur in the event the investment advisers of our funds were to experience a change of control. Failure to obtain consent may constitute a violation of the management agreement. A change of control typically occurs if there is a transfer of more than 25 % of the voting securities of an investment adviser or its parent. There can be no assurance that a change of control will not occur and that we will obtain the consents required to assign our investment management agreements. See " — Risks Related to Our Organization Structure — A change of control of our company could result in an assignment of our investment advisory agreements. " The portion of our revenues, earnings and cash flow we derive from performance allocations is highly variable and can vary significantly from quarter to quarter and year to year. The timing of performance allocations generated by our funds is uncertain and will contribute to the volatility of our results. It takes a substantial period of time to identify attractive investment opportunities, to raise the necessary funds and then to realize the investment through a sale, public offering, recapitalization or other exit. Even if an investment proves to be profitable, it may be several years before we realize any profits in cash or other proceeds. We cannot predict when, or if, any realization of an investment will occur. Generally, with respect to our private equity **and credit** distributions, although we recognize performance allocations on an accrual basis, we receive performance allocation payments **(i) from our historical TPG funds,** only upon disposition of an investment by the relevant fund **and (ii) from our TPG Angelo Gordon funds** , ~~which~~ **only after the respective fund' s investors have received their capital** ~~contributes~~ **contributions in the fund and certain preferred returns, in each case contributing** to the volatility of our cash flow. If our funds were to have a realization event in a particular quarter or year, it may have a significant impact on our results for that particular quarter or year that may not be replicated in subsequent periods. We recognize revenue on investments in our funds based on our allocable share of realized and unrealized gains (or losses) reported by such funds, and a decline in realized or unrealized gains, or an increase in realized or unrealized losses, would adversely affect our revenue, which could further increase the volatility of our results. The timing and receipt of performance allocations also vary with the life cycle of certain of our funds. Our funds that have completed their investment periods and are able to realize mature investments are more likely to make larger distributions than our funds that are in their fundraising or earlier parts of their investment periods. During times when a significant portion of our AUM is attributable to funds that are not in the stage when they would realize investments, we may receive substantially lower distributions of performance allocations **. Our TPG Angelo Gordon funds employ a European waterfall, and as a result, the general partners of these funds do not receive performance allocations for an extended period of time, even if multiple realizations have occurred within the fund. Relative to our historical TPG funds that generally receive performance allocations following each realization, performance allocations from our TPG Angelo Gordon funds are expected to come later in their life cycle and to consist of larger relative amounts, increasing the volatility of our cash flow** . Our funds' historical returns should not be considered as indicative of our or our funds' future results or of any returns expected on an investment in our Class A common stock. We have presented in this report information relating to the historical performance of our funds. The historical returns of our funds are not an indication of future fund performance or potential returns on our Class A common stock. In addition, any continued positive performance of our funds will not necessarily result in positive returns on an investment in our Class A common stock, though we would expect poor fund performance to cause a decline in our revenue from such funds that could, consequently, negatively impact our ability to raise funds and capital and the value of our Class A common stock. Moreover, with respect to the historical returns of our funds: • we may create new funds in the future that reflect a different asset mix, different investment strategies and varied geographic and industry exposure compared to our current funds, and any such new funds could have different returns than our existing or previous funds; • the historical returns presented in this report derive largely from the performance of our existing funds, whereas future fund returns will depend increasingly on the performance of our newer funds or funds not yet formed, which may have little or no realized investment track record, may be invested by different investment professionals, and may have lower target returns than our existing funds; • the performance of our funds reflects our valuation of the unrealized investments held in those funds using assumptions that we believe are reasonable under the circumstances, but the actual realized return on these investments will depend on a variety of factors including future operating results and the value of assets and market conditions at the time of disposition, each of which may differ from the assumptions on which the valuations are based, which could negatively impact the ultimate value we realize from those investments; • in recent years, there has been increased competition for investment opportunities resulting from, among other things, the increased amount of capital invested in alternative funds, high liquidity in debt markets and strong equity markets, and increased competition for investments could reduce our returns in the future; • the rates of returns of some of our funds in certain years have been positively influenced by a number of investments that experienced rapid and substantial increases in value following the dates on which those investments were made, which may not occur with respect to future investments; • our funds' returns in some years have benefited from investment opportunities and general market conditions, including a low interest rate environment, that may not repeat themselves, and our current or future funds may be unable to avail themselves of comparable investment opportunities or market conditions; • market conditions during previous periods may have been significantly more favorable for generating positive performance, particularly in our private equity business, than current market conditions or the market conditions that we may experience in the future; and • newly established funds may generate lower returns during the period that they take to deploy their capital. Our financial performance depends in part on the investment performance of our funds, which in turn is influenced by general market conditions. Increased market volatility, including broad declines in equity valuations **and changes in interest rates** , would impact our investments and the performance of our funds ~~. For example, the year ended December 31, 2022 was characterized by a significant and broad- based decline in equity markets, as evidenced by a nearly 20 % decline in the S & P 500 index. In that same period, although the value of our funds' portfolio investments increased in 2022, they increased by 8 % compared to 38 % in 2021~~ . We believe that future volatility in general market conditions would affect both of our funds' performance and our financial performance. Our performance in prior years benefited from high multiples and asset prices. A decline in multiples or asset prices, or an overall deterioration in market conditions, could make it more difficult to earn such returns on new investments. The future returns of any current or future fund may therefore vary considerably from the historical returns generated by any particular fund or our funds as a whole. Future returns will also be affected by the risks described elsewhere in this report, including risks of the industries and businesses in which a particular fund invests. Our investments in portfolio companies and the financial performance of our funds and their portfolio companies could negatively impact our results of operations, financial condition and cash flow. Our funds' performance, and thus our performance, depends on the value of our funds' portfolio companies and other investments. Our funds invest in companies in many different industries, each of which is subject to volatility based on a variety of economic, market and other factors. Typically, our funds' performance will not be meaningfully impaired by the poor performance of a limited number of portfolio companies. However, a fund' s performance could be negatively impacted if several of its portfolio companies perform poorly, and we have limited resources to assist portfolio companies experiencing financial difficulties, such as unsustainable levels of indebtedness, contractual or legal constraints and industry headwinds. Risks that could negatively impact the financial performance of our funds and their portfolio companies and otherwise impact our results of operations, financial condition and cash flow include: • Business, Regulatory or Legal Complexity: We often pursue investment opportunities with substantial business, regulatory or legal complexity that we believe may deter other investment managers. Portfolio companies acquired in such transactions can be more challenging to manage and sometimes entail a greater risk of contingent liabilities. • Control: Our funds often invest in equity securities and other financial instruments of companies we do not control. In the future, our funds may acquire minority equity interests more frequently or dispose of a portion of majority equity investments in portfolio companies over time in a manner that results in the funds retaining a minority stake. Minority investments are subject to the risk that the company in which our funds invest may make business, financial or management decisions with which we do not agree or that the company' s majority stockholders or the management may take risks or otherwise act in a manner that does not serve our funds' interests, each of which could decrease the value of our funds' investments and have a material adverse effect on our results of operations, financial condition and cash flow. In addition, our funds' portfolio companies make decisions regarding tax positions, which we may not control, that could result in additional tax costs to us. • Junior Ranked Investments: In most cases, the portfolio companies in which our funds invest have, or are permitted to have, outstanding indebtedness or equity securities that rank senior to our funds' investments. **By their terms, those investments may provide that the holders are entitled to receive payment of dividends, interest or principal on or before the dates on which we are entitled to receive payments in respect of our investments.** In the event of insolvency of a portfolio company, holders of securities ranking senior to our investment would typically be entitled to receive payment in full (and, in some cases, plus interest) before distributions could be made in respect of our investment. Furthermore, during periods of financial distress or following an insolvency, the ability of our funds to influence a portfolio company' s affairs and to take actions to protect their investments may be substantially less than that of the senior creditors **. After repaying holders of securities ranking senior to our investment, the portfolio company may not have any remaining assets to repay its obligation to us. In the case of securities ranking equally with our investments, we would have to share on an equal basis any distributions with other security holders in the event of an insolvency of the relevant portfolio company. The rights we may have with respect to the collateral securing certain loans made by our credit funds to our portfolio companies may also be limited pursuant to the terms of one or more intercreditor agreements or agreements among lenders. Under these agreements, we may forfeit certain rights with respect to the collateral to holders with prior claims, including the right to commence enforcement proceedings against the collateral, the right to control the conduct of enforcement proceedings, the right to approve amendments to collateral documents, the right to release liens on collateral and the right to waive past defaults under collateral documents. We may not have the ability to control or direct such actions, even if as a result our rights as lenders are adversely affected** . • Concentration of Fund Investments: The governing agreements of our funds generally contain only limited investment restrictions and limited requirements as to diversification of fund investments, either by geographic region or asset type. For example, we manage funds that invest predominantly in North America and Asia. During periods of difficult market conditions or slowdowns in these sectors or geographic regions, decreased revenue, difficulty in obtaining access to financing and increased funding costs experienced by our funds may be exacerbated by this concentration of investments, which would result in lower investment returns for our funds. Such concentration may increase the risk that events affecting a specific geographic region or asset type will have a negative or disparate impact on such funds compared to funds that invest more broadly. Valuation methodologies for certain fund assets may involve subjective judgments, and our valuation of an investment could differ significantly from the value that is obtained upon the investment' s exit, which could result in significant losses for us and our funds. There are no readily ascertainable market prices for a substantial majority of our funds' illiquid investments. We generally determine the fair value of the investments of our funds in accordance with accounting principles generally accepted in the United States of America (" U. S. GAAP "). Our valuations of illiquid assets in accordance with U. S. GAAP are based to a large extent on our estimates, comparisons and qualitative evaluations of private information, which can be incomplete or inaccurate. The amount of judgment and discretion inherent in valuing assets renders valuations uncertain and susceptible to material fluctuations over possibly short periods of time; substantial write- downs and earnings volatility are possible. Our determination of an investment' s fair value may differ materially from the value that would have been determined if a ready market for the securities had existed and the valuations the general partners of other funds or other third parties ascribe to the same investment. Our valuation of an investment at a measurement date may also differ materially from the value that is obtained upon the investment' s exit. The valuations of and realization opportunities for investments made by our funds could also be subject to high volatility as a result of uncertainty regarding governmental policy with respect to, among other things, tax, financial services regulation, international trade, immigration, healthcare, labor, infrastructure and energy. Further, although we follow valuation methodologies and procedures designed to ensure that our fair value determinations are the product of the application of U. S. GAAP and to minimize potential bias, we may have incentives to arrive at higher valuations. Our stockholders' equity could be negatively impacted if the values of investments that we record are materially higher than the values that are ultimately realized upon the disposal of the investments. Realizations at values significantly lower than the values at which investments have been reflected in prior fund reporting could result in losses for the applicable fund and the loss of potential performance and other fees. Additionally, if realizations of our investments produce values materially different than the carrying values reflected in prior fund reporting, fund investors may lose confidence in us, which could in turn result in difficulty in raising capital for future funds or redemptions from our funds that permit redemptions. If the investment values that we record from time to time are not ultimately realized, it could have a material adverse effect on our results of operations, financial condition and cash flow. In addition, because we typically value our entire portfolio on a quarterly basis, subsequent events that may have a significant impact on those valuations may not be reflected until the next quarterly valuation date. Changes in values attributed to investments from quarter to quarter may result in volatility in our AUM and could materially affect the results of operations that we report from period to period. The due diligence process that we undertake in connection with our investments may not reveal all facts that may be relevant in connection with an investment. Before making our investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment opportunity. The objective of the due diligence process is to identify both the attractive attributes of and risks associated with an investment as well as prepare a framework that may be used from the date of acquisition to drive operational improvement and value creation. When conducting due diligence, we may need to evaluate important and complex business, financial, regulatory, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks, as well as Y Analytics, may be involved in the due diligence process in varying degrees depending on the type of investment. When conducting due diligence and assessing an investment, we rely on the resources available to us, including information from the target and, in some circumstances, third- party investigations and analysis. The information available to us in conducting due diligence of newly- organized or growth stage companies is limited **, may be difficult to obtain for companies experiencing distress** , and we limit the due diligence we conduct for certain of our strategies to publicly available information. Accordingly, the due diligence investigation that we carry out with respect to an investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating it. For example, the due diligence process in connection with carve- out transactions may underestimate the complexity and / or level of dependence a business has on its parent company and affiliated entities. In addition, because a carve- out business often does not have financial statements that accurately reflect its true financial performance as a stand- alone business, due diligence assessments of such investments can be particularly difficult. Instances of fraud, accounting irregularities and other improper, illegal or deceptive practices can be difficult to detect, and fraud and other deceptive practices can be widespread in certain jurisdictions. Several of our funds invest in emerging market countries that may not have laws and regulations that are as stringent or consistently enforced as in more developed nations. For example, our funds invest throughout jurisdictions that are perceived to present an elevated risk of corruption according to international rating standards (such as Transparency International' s Corruption Perceptions Index), and in companies in the United States and other jurisdictions and regions with low perceived risk of corruption but whose business may be conducted in other high- risk jurisdictions, including, for example, Bangladesh, Brazil, China, India, Indonesia, Kenya, Myanmar, Nigeria, the Philippines, Thailand and Vietnam. Due diligence on investment opportunities in these jurisdictions is frequently more complicated due to lack of consistent and uniform commercial practices and / or very limited access to information. Bribery, fraud, accounting irregularities and deceptive or corrupt practices can be especially difficult to detect in such locations. In addition, investment opportunities may involve companies that have historic and / or unresolved regulatory-, tax-, fraud- or accounting- related investigations, audits or inquiries and / or have been subject to public accusations of improper behavior (including bribery and corruption). Even specific, enhanced due diligence investigations with respect to such matters may not reveal or highlight all facts and circumstances that may be relevant to evaluating the investment opportunity and / or accurately identifying and assessing settlements, enforcement actions and judgments that could arise and have a material adverse effect on the portfolio company' s operations, financial condition, cash flow, reputation and prospects. Our due diligence investigations may not result in us making successful investments. Although our funds typically obtain representations and warranties insurance, such insurance may not be available on desired terms. Failure to identify risks associated with our investments could have a material adverse effect on our results of operations, financial condition and cash flow. Many of our funds invest in relatively high- risk, illiquid assets, and we may fail to realize any profits from these activities for a considerable period of time or lose some or all of the principal amount we invest. Many of our funds invest in securities **, including equity securities,** that are not publicly traded. In many cases, contracts we enter into or applicable securities laws prohibit our funds from selling such securities for a period of time. Our funds will generally be unable to sell these securities publicly unless we register their sale under applicable securities laws or we can rely on an available exemption, and in either case only at such times when we do not possess material non- public information. Our funds' ability to dispose of investments is heavily dependent on the capital markets, particularly, the public equity markets. For example, our ability to realize any value from an investment may depend upon our ability to complete an initial public offering. However, even with publicly traded securities, we may only dispose of large holdings over a substantial length of time, exposing our investment returns to market risk during the intended disposition period. Moreover, because the investment strategy of many of our funds often entails us serving on our funds' public portfolio company boards, our funds may be restricted from selling during certain time periods. Accordingly, our funds may be forced, under certain conditions, to either sell securities at a loss or defer, potentially for a considerable period of time, sales that they had planned to make. In addition, market conditions and regulatory environment can also delay our funds' exit and realization of investments. For example, rising interest rates and challenging credit markets may make it difficult for potential buyers to raise sufficient capital to purchase our funds' investments. Government policies, or restrictions on foreign investment in certain of our funds' portfolio companies or assets can also limit our funds' exit opportunities. Our funds invest in companies that are based outside of the United States, which may expose us to additional risks not typically associated with investing in companies that are based in the United States. Many of our funds invest a significant portion of their assets in the equity or other securities of issuers located outside the United States, including (in order of concentration as of December 31, ~~2022~~ **2023**) **Europe,** India, ~~Europe,~~ China, Australia, Singapore, ~~other Pan- Asian countries and~~ Korea **, and Malaysia** . Investments in non- U. S. securities or companies that are based or have operations in countries outside of the United States, or otherwise generate revenue or have other touchpoints outside of the United States, involve certain factors not typically associated with investing in U. S. companies, including risks relating to: • currency exchange matters, including fluctuations in currency exchange rates and costs associated with conversion of investment principal and income from one currency into another; • less developed or efficient financial markets, which could lead to price volatility and relative illiquidity; • the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation; • changes in laws or clarifications to existing laws that could create tax uncertainty; • a less developed legal or regulatory environment, differences in the legal and regulatory environment or enhanced legal and regulatory compliance; • greater levels of bribery, corruption and politically exposed persons; • potential exposure to the U. S. Foreign Corrupt Practices Act (" FCPA ") and other laws that prohibit improper payments or offers of payments for commercial bribery purposes or to foreign governments, their officials and other third parties; • violations of trade sanctions or trade control regimes (including those that are maintained and enforced by U. S. Treasury Department' s Office of Foreign Assets Control (" OFAC ")) and the potential for the imposition of new or additional tariffs; • political hostility to investments by foreign or private equity investors, including increased risk of government expropriation; • reliance on a more limited number of commodity inputs, service providers and distribution mechanisms; • higher rates of inflation; • higher transaction costs; • less government supervision of exchanges, brokers and issuers; • less developed or non- uniform bankruptcy, limited liability company, corporate, partnership and other laws (which may have the effect of disregarding or otherwise circumventing limited liability structures, potentially causing the actions or liabilities of one fund or portfolio company to adversely impact us or an unrelated fund or portfolio company); • difficulty in enforcing contractual obligations; • less stringent requirements relating to fiduciary duties; • fewer investor protections and less publicly available information about a company; • limitations on borrowings to be used to fund acquisitions or dividends; • potential limitations on the deductibility of interest for income tax purposes; • limitations on permissible transaction counterparties or consolidation rules that effectively restrict the types of businesses in which we may invest; • economic and political risks, including potential exchange control regulations, restrictions on repatriation of profits on investments or of capital invested, nationalization, expropriation of assets, confiscatory taxation and political, economic or social instability; and • the imposition of non- U. S. taxes or withholding on income and gains recognized with respect to such securities and potential non- U. S. tax filing requirements. For a more detailed discussion of risks specific to China, see “ — Changes in China’ s governmental policies could have an adverse effect on our business and operations. ” In addition, restrictions on international trade or the recent or potential further imposition of tariffs may negatively impact investments in non- U. S. companies. See “ — Ongoing trade negotiations and the potential for further regulatory reform in the U. S. and abroad may create regulatory uncertainty for us, our funds and our funds’ portfolio companies and our investment strategies and negatively impact the profitability of our funds and our funds’ portfolio companies. ” For example, the tax authorities in certain countries, including certain EU member states, have sought to deny the benefits of income tax treaties or EU directives with respect to withholding taxes on interest and dividends and capital gains of non- resident entities. These various proposals and initiatives could result in an increase in taxes and / or increased tax withholding with respect to our fund investors. Adverse developments along these lines could negatively impact the assets we hold in certain countries or the returns from these assets. Since March 2018, the United States has imposed, or threatened to impose, a series of various tariffs and restrictions on a variety of goods imported into the United States, with an emphasis on those imported from China, the EU, Russia and Belarus. For example, the United States denied the “ most- favored nation ” tariff treatment on products from Russia and Belarus and prohibited the importation of oil, gas and coal from Russia. These new tariffs, or other changes in U. S. trade policy, have resulted in, and may continue to trigger, retaliatory actions by affected countries, particularly China. While the United States and China signed a preliminary trade deal in January 2020 halting further tariffs and increasing sales of U. S. goods to China, the agreement leaves in place most tariffs on Chinese goods. The United States has imposed economic sanction programs and export controls targeting Russia and Belarus. The U. S. government has also implemented and expanded a number of economic sanctions programs and export controls that target Chinese entities and nationals on national security grounds and has imposed restrictions on the acquisition of interests in the securities of certain Chinese entities. These initiatives target, for example, China’ s response to political demonstrations in Hong Kong, China’ s conduct concerning the treatment of Uighurs and other ethnic minorities in its Xinjiang province and certain Chinese entities designated by the U. S. government as Communist Chinese military companies, among other things. Tensions globally remain elevated and the path of future trade policy and further permanent trade agreements with China are still unclear. A “ trade war ” or other governmental action related to tariffs or international trade agreements or policies has the potential to increase costs, decrease margins, reduce the competitiveness of products and services offered by current and future portfolio companies and negatively impact the revenues and profitability of companies whose businesses rely on goods imported from or exported to any country impacted by such policies. In addition, tariff increases may negatively impact our suppliers and certain other customers of our funds’ portfolio companies, which could amplify the negative impact on our operating results or future cash flows. Investments in companies with significant Chinese operations can involve a high degree of risk and special considerations that are not always associated with investing in other markets. For example, investing in China may involve a risk of loss due to the imposition of restrictions on foreign investments or repatriation of capital. The Chinese government maintains a major role in setting economic policy, often making sudden changes to laws and regulations, including through the issuance of guidance or enforcement, possibly with retroactive effect. For example, in 2021, the Chinese government has changed policies regulating certain industries, including the education and technology sectors. While our funds have limited exposure to companies in those industries, the Chinese government could at any time adopt similar measures with respect to any of the multiple sectors across which we invest. Any changes in laws and regulations governing those sectors may reduce opportunities for our funds to make, exit and realize value from, and realize expected returns on, our investments in China. The industries in which our funds invest, and the material risks associated with these respective industries, include: • Software: The Chinese government has enacted cybersecurity laws (including the Cyber Security Law, Data Security Law and Individual Information Protection Law, as well as relevant regulations implementing such laws), and the Chinese government may promulgate more detailed guidelines on data localization and data security compliance for firms that are currently, or plan to be, listed in foreign jurisdictions. Such laws and guidelines may limit options for our funds’ exit from such firms. • Media and Financial Technology: The Chinese government has increased scrutiny of, and restrictions on, the media and financial technology industries, including by promulgating rules barring private investments from news gathering and distribution operations or live streaming events that may sway political and public opinion. These restrictions could constrain the operation and profitability of firms in those industries, and therefore, negatively impact our funds’ investments in those sectors. • Consumer Goods: China has recently enforced stringent regulations (including but not limited to the latest amendment to the Juvenile Protection Law, which came into effect on June 1, 2021) “ to protect the physical and mental health of minors, ” including significant limitations on the use of online gaming and private tutoring services for young adults and teenagers in China. These regulations could constrain the operation and profitability of firms in those industries, and therefore, negatively impact our funds’ investments in those sectors. • Healthcare: The Chinese government has been promoting volume- based purchasing of medicine and medical devices as a way to reduce medical costs for the public. Any such reforms may adversely affect our funds’ investments in the Chinese healthcare sector. In addition, certain of our portfolio companies in China implement variable interest entity (“ VIE ”) structures. Instead of directly owning the equity securities of a Chinese company, a VIE enters into service and other contracts with the Chinese company that provide the VIE with economic exposure to it. Although the VIE does not own any of the Chinese company’ s equity, the contractual arrangements permit the VIE to consolidate it in its financial statements. We invest in VIE structures constructed by our funds’ portfolio companies to access foreign capital, which structures replicate foreign investment in Chinese- based companies where, for example, Chinese law prohibits direct foreign investments in the operating companies. Our funds therefore do not directly hold equity interests in the Chinese operating company when a VIE structure is used. Intervention by the Chinese government with respect to VIEs, including disallowing the structure altogether (as the media has reported, with the China Securities Regulatory Commission issuing a contradicting statement), could significantly affect the Chinese operating company’ s performance and the enforceability of the VIE’ s contractual arrangements with the Chinese company and result in a decline in the value of our funds' investment. Further, unlike in many other jurisdictions, the Chinese judiciary is not independent and may not be able to provide effective legal redress challenging Chinese authorities' policy changes. Legal disputes over such policy changes may be subject to the exercise of considerable discretion or influence by Chinese governmental agencies or the governing political party, and factors unrelated to the legal merits of a particular matter may influence their determination. Continued uncertainty relating to the laws in China and the application of the laws could have a material adverse effect upon our funds' and their portfolio companies' operation in China. While none of our funds invests exclusively in China and our current investments in companies headquartered, listed or expected to be listed in Mainland China and Hong Kong represent approximately ~~3~~ **2** % of our AUM, our funds invest in various companies that operate globally, including in China, and thus could be subject to Chinese authorities' policy changes. We also maintain and intend to continue to maintain multiple offices, personnel and investments in various sectors in China. Therefore, the materialization of any of the foregoing risks could have an adverse effect on the financial performance of our portfolio companies that operate in China and thus negatively affect our results of operations, financial condition and cash flow. Risk management activities may not be successful and, in some cases, may negatively impact the return on our and our funds' investments. When managing our exposure to market risks, we may (on our own behalf or on behalf of our funds) from time to time use forward contracts, options, swaps, caps, collars and floors or pursue other strategies or use other forms of derivative instruments (over the counter, or " OTC, " and otherwise) to limit our exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates, currency exchange rates and commodity prices. The scope of risk management activities undertaken by us varies based on the level and volatility of interest rates, the prevailing foreign currency exchange rates, the types of investments that are made and other changing market conditions. We do not seek to hedge our exposure in all currencies or all investments, which means that our exposure to certain market risks are not limited. The use of hedging transactions and other derivative instruments to reduce the effects of a decline in the value of a position does not eliminate the possibility of fluctuations in the value of the position or prevent losses if the value of the position declines. Moreover, it may not be possible to limit the exposure to a market development that is so generally anticipated that a hedging or other derivative transaction cannot be entered into at an acceptable price. The success of any hedging or other derivative transaction generally will depend on our ability to correctly predict market changes, the degree of correlation between price movements of a derivative instrument and the position being hedged, the creditworthiness of the counterparty and other factors. As a result, while we may enter into such a transaction in order to reduce our exposure to market risks, the transaction may result in poorer overall investment performance than if it had not been executed. Such transactions may also limit the opportunity for gain if the value of a hedged position increases. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. For various reasons, we may not seek to establish, or be successful in establishing, a perfect correlation between the instruments used in hedging or other derivative transactions and the positions being hedged. An imperfect correlation could prevent us from achieving the intended result and give rise to a loss. Further, it may not be possible to fully or perfectly limit our exposure against all changes in the value of our and our funds' investments because the value of investments is likely to fluctuate as a result of a number of factors, some of which will be beyond our control or ability to hedge. If our risk management activities are not successful, resulting losses could have a material adverse effect on our results of operations, financial condition and cash flow. Operational risks, including those associated with our business model, could disrupt our businesses, result in losses or limit our growth. We operate businesses that are highly dependent on information systems and technology. We rely heavily on a host of computer software and hardware systems, including our financial, accounting and other data processing systems, and on the systems of third party service providers. **In addition to the systems required to monitor most of our funds, certain of our credit funds, for example, are highly dependent on our ability to process and evaluate, on a daily basis, transactions across markets and geographies in a time- sensitive, efficient and accurate manner. As a result, we rely heavily on our financial, accounting and other data processing systems.** If any of these systems do not operate properly or experience a security breach, we could suffer financial loss, theft of intellectual property or personally identifiable information, a disruption of our businesses, liability to our funds, regulatory intervention and fines and reputational damage. For example, we face operational risk from errors made in the execution, confirmation or settlement of transactions, as well as errors in recording, evaluating and accounting for them. Our and our third- party service providers' information systems and technology may be unable to accommodate our growth, adequately protect the information of our individual fund investors or address security risks, and the cost of maintaining such systems and technology may increase from our current level. Such a failure to accommodate growth, or an increase in costs related to such information systems and technology, could have a material adverse effect on our results of operations, financial condition and cash flow **. Our acquisition of Angelo Gordon, which was completed on November 1, 2023, creates risks involving the integration of its information technology environment and cybersecurity controls. These risks may arise from any defects or vulnerabilities that may be present in their systems or difficulties or other breakdowns or disruptions in connection with the integration of the network environment and security controls into our information technology systems. In addition, firms undergoing mergers and acquisitions are often targeted more frequently by cyber criminals due to this period of increased risk** . We are also dependent on an increasingly concentrated group of third- party software vendors that we do not control for hosting solutions and technologies. A disaster or a disruption in technology or infrastructure that supports our businesses, including a disruption involving electronic communications or other parts or services used by us, our vendors or third parties with whom we conduct business, including custodians, paying agents and escrow agents, or directly affecting our principal offices, could negatively impact our ability to continue to operate our business without interruption. Our business continuation or disaster recovery programs may not be sufficient to mitigate the harm that could result from such a disaster or disruption, and insurance and other safeguards may only partially reimburse us for our losses, if at all. Furthermore, we utilize cloud applications and services for the asset management business, and such applications and systems are vulnerable to damage or interruption from computer viruses, data corruption, cyber- based attacks, unauthorized access, natural disasters, pandemics, ~~such as the COVID- 19 pandemic,~~ terrorism, war and telecommunication and electrical failures. Any disruption in the operation of the information systems and technology or cloud applications and services on which we rely could negatively impact our business. Failure to maintain the security of our information and technology networks or data security breaches could harm our reputation and have a material adverse effect on our results of operations, financial condition and cash flow. We rely on the reasonably secure processing, storage and transmission of confidential and other sensitive information in our computer systems and networks, and those of our service providers and their vendors. We are subject to various risks and costs associated with the collection, handling, storage and transmission of personally identifiable information and other sensitive information, including those related to compliance with U. S. and foreign data collection and privacy laws and other contractual obligations, as well as those associated with the compromise of our systems processing such information. In the ordinary course of our business, we collect ~~,~~ **and** store a range of data, including our proprietary business information and intellectual property, and personally identifiable information of our employees, our fund investors and other third parties, in our cloud applications and on our networks, as well as our service providers' systems. The secure processing, maintenance and transmission of this information are critical to our operations. We, our service providers and their vendors face various security threats on a regular basis, including ongoing cybersecurity threats to and attacks on our and their information technology infrastructure that are intended to gain access to our proprietary information, destroy or modify data or disable, degrade or sabotage our systems. Cyber- incident techniques change frequently, may not immediately be recognized and can originate from a wide variety of sources. There has been an increase in the frequency, sophistication and ingenuity of the data security threats we and our service providers face, with attacks ranging from those common to businesses generally to those that are more advanced and persistent. Although we and our services providers take protective measures and endeavor to modify them as circumstances warrant, our computer systems, software and networks may be vulnerable to unauthorized access, theft, misuse, computer viruses or other malicious code, including malware, and other events that could have a security impact **. Modifying or adjusting such protective measures may require increased allocation of Company resources** . We may be the target of more advanced and persistent attacks because, as an alternative asset manager, we hold a significant amount of confidential and sensitive information about, among other things, our fund investors, portfolio companies and potential investments. We may also be exposed to a more significant risk if these acts are taken by state actors. Any of the above cybersecurity threats, fraudulent activities or security breaches suffered by our service providers and their vendors could also put our confidential and sensitive information at risk or cause the shutdown of a service provider on which we rely. We and our employees have been and expect to continue to be the target of fraudulent calls and emails, the subject of impersonations and fraudulent requests for money, including attempts to redirect material payment amounts in a transaction to a fraudulent bank account, and other forms of spam attacks, phishing or other social engineering, ransomware or other events. Cyber- criminals may attempt to redirect payments made at the closings of our investments to unauthorized accounts, which we or our services providers we retain, such as paying agents and escrow agents, may be unable to detect or protect against. The COVID- 19 pandemic exacerbated these risks due to heavier reliance on online communication and the remote working environment, which may be less secure, and there has been a significant increase in hacking attempts by cyber- criminals. ~~The ongoing~~ **Ongoing global conflicts have** ~~Russian attack on Ukraine has~~ likewise exacerbated these risks due to the scale of related offensive cyber- attacks that could directly, indirectly or inadvertently impact business far removed from the battlefield. For example, U. S. companies were harmed by NotPetya attacks in 2017, which were attributed to the Russian military in connection with Russia' s annexation of Crimea. The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by others, including by our service providers. If successful, such attacks and criminal activity could harm our reputation, disrupt our business, cause liability for stolen assets or information and have a material adverse effect on our results of operations, financial condition and cash flow. We rely heavily on our back office informational technology infrastructure, including our data processing systems, communication lines and networks. Although we have back- up systems and business- ~~continuation~~ **continuity** plans in place, our back- up procedures and capabilities in the event of a failure or interruption may not be adequate. Any interruption or failure of our informational technology infrastructure could result in our inability to provide services to our clients, other disruptions of our business, corruption or modifications to our data and fraudulent transfers or requests for transfers of money or the inability to demonstrate compliance with legal requirements. Further consequences could include liability for stolen assets or information, increased cybersecurity protection, computer forensics expenses, insurance costs and litigation. We expect that we will need to continue to upgrade and expand our back- up and procedures and capabilities in the future to avoid disruption of, or constraints on, our operations. We may incur significant costs to further upgrade our data processing systems and other operating technology in the future. Further, we provide certain back office services, such as information and technology ~~,~~ **and** accounting ~~and human resources~~ services, to Sixth Street Partners, our former affiliate (the " former affiliate "), which could pose additional risks. We manage back office services for our former affiliate using the same processes and procedures as our internal services, which may result in increased risk of inadvertent data sharing between us and our former affiliate due to human error. In addition, as we do not provide such services to other third parties, these risks may be heightened if we fail to effectively carry out our obligations or implement and maintain appropriate compliance procedures. For example, we could face liability under a transition services agreement with our former affiliate in connection with our failure to maintain appropriate back office services and support, and we may be exposed to material non- public information that may restrict our ability to make investments and execute our business strategy. See " — Our activities and the business activities of certain of our personnel may give rise to conflicts of interest with our funds, and our failure to deal appropriately with conflicts of interest could damage our reputation and negatively impact our business — Information barriers. " Our technology, data and intellectual property and the technology, data and intellectual property of our funds' portfolio companies are also subject to a heightened risk of theft or compromise to the extent that we and our funds' portfolio companies engage in operations outside the United

States, particularly in those jurisdictions that do not have comparable levels of protection of proprietary information and assets, such as intellectual property, trademarks, trade secrets, know- how and customer information and records. In addition, we and our funds' portfolio companies may be required to forgo protections or rights to technology, data and intellectual property in order to operate in or access markets in a foreign jurisdiction. Any such direct or indirect loss of rights in these assets could negatively impact us, our funds and their investments. A significant actual or potential theft, loss, corruption, exposure or fraudulent, unauthorized or accidental use or misuse of investor, employee or other personally identifiable or proprietary business data could occur, as a result of third- party actions, employee malfeasance or otherwise, non- compliance with our contractual or other legal obligations regarding such data or intellectual property or a violation of our privacy and security policies with respect to such data. If such a theft, loss, corruption, use or misuse of data were to occur, it could result in significant remediation and other costs, fines, litigation and regulatory actions against us by (i) the U. S. federal and state governments, (ii) the EU or other jurisdictions, (iii) various regulatory organizations or exchanges and (iv) affected individuals, as well as significant reputational harm. Cybersecurity has become a top priority for regulators around the world. Many jurisdictions in which we operate have laws and regulations relating to data privacy, cybersecurity and protection of personal information and other sensitive information, including, without limitation the General Data Protection Regulation (Regulation (EU) 2016 / 679) (the " GDPR ") in the EU and the Data Protection Act 2018 in the U. K. (the " U. K. Data Protection Act "), comprehensive **U. S. state** privacy laws enacted in California, **Texas** ~~Colorado, Connecticut, Utah, Virginia~~ and ~~the~~ **other states as well as laws in Australia,** Cayman Islands, ~~the~~ Hong Kong ~~Personal Data (Privacy) Ordinance~~ , ~~the~~ **India,** ~~Korean~~ - **Korea** ~~Personal Information Protection Act and related legislation~~ , ~~regulations~~ **Japan, Dubai** and **Singapore** ~~orders and the Australian Privacy Act~~ . China and other countries have also passed cybersecurity laws that may impose data sovereignty restrictions and require the localization of certain information. We believe that additional similar laws will be adopted in these and other jurisdictions in the future, further expanding the regulation of data privacy and cybersecurity. Such laws and regulations strengthen the rights of individuals (data subjects), mandate stricter controls over the processing of personal data by both controllers and processors of personal data and impose stricter sanctions with substantial administrative fines and potential claims for damages from data subjects for breach of their rights, among other requirements. Some jurisdictions, including each of the U. S. states **, U. S. federal laws,** as well as the EU through the GDPR and the U. K. through the U. K. Data Protection Act, have also enacted laws requiring companies to notify individuals of data security breaches involving certain types of personal data, which would require heightened escalation and notification processes with associated response plans. We devote resources to and monitor and enhance our information security and data privacy procedures and controls in an effort to comply with evolving cybersecurity and data privacy regulation. We or our fund' s portfolio companies may incur substantial costs to comply with changes in such laws and regulations and may be unable to adapt to such changes in the necessary timeframe and / or at reasonable cost. Furthermore, if we ~~experience a cybersecurity incident and~~ fail to comply with the applicable laws and regulations, it could result in regulatory investigations and penalties, which could lead to negative publicity and may cause our fund investors and clients to lose confidence in the effectiveness of our security and privacy measures. Our funds' portfolio companies also rely on data processing systems and the secure processing, storage and transmission of information, including payment and health information. A disruption or compromise of these systems could negatively impact the value of these businesses. Our funds may invest in strategic assets having a national or regional profile or in infrastructure, the nature of which could expose them to a greater risk of being subject to a nation- state or terrorist attack or security breach than other assets or businesses. Such an event could negatively impact our investment or assets of the same type or require portfolio companies to increase preventative security measures or expand insurance coverage. The materialization of one or more of these risks could impair the quality of our and our funds' operations, harm our reputation, materially and adversely impact our businesses and limit our ability to grow ~~. The COVID- 19 pandemic caused severe disruptions in the U. S. and global economies and has impacted, and may continue to negatively impact, our business and our results of operations, financial condition and cash flow. The COVID- 19 pandemic has evolved significantly and has impacted, and may continue to impact in the future, the U. S. and global economy. The emergence of COVID- 19 variants has resulted in setbacks to economic recovery, and subsequent surges could lead to renewed COVID- 19 restrictions and could trigger increased restrictions on business operations. In addition, the COVID- 19 pandemic continues to cause labor shortages and disrupt global supply chains, and has also contributed, and may continue to contribute, to inflationary pressures globally, including in the United States. All of the above may adversely impact our business and our results of operations, financial condition and cash flow. The COVID- 19 pandemic has also impacted, and may continue to negatively impact, our business in the following ways: • Portfolio Companies. The performance and liquidity of our portfolio companies, some of which have been materially impacted by the pandemic resulting in material reductions in value and have faced, or could in the future face, increased credit and liquidity risk due to volatility in financial markets and / or insolvency further decreasing the value of our funds' investment and potentially harming our reputation. • Operations. Operational impacts as a result of remote work, including with respect to cybersecurity and our accounting and financial reporting systems, processes and controls; human capital related risks, including with respect to employee well- being and morale; transaction- related regulatory and litigation risks; and tax- related risks arising from remote- work and COVID- 19 travel changes and impediments. In addition to the foregoing, the COVID- 19 pandemic has exacerbated, and may continue to exacerbate, many of the other risks described in this report~~ . We and our funds are subject to risks in using third- party service providers, including custodians, administrators, executing brokers, prime brokers and other agents. We and many of our funds depend on the services of custodians, administrators, prime brokers and other agents and third- party service providers to carry out certain securities transactions and other business functions. Errors and mistakes made by these third parties may be attributed to us and subject us or our fund investors to reputational damage, penalties or losses. We may be unsuccessful in seeking reimbursement or indemnification from these third- party service providers. Furthermore, in the event of the insolvency of a custodian and / or prime broker, our funds may be unable to recover equivalent assets in full as they will rank among the custodian’ s and prime broker’ s unsecured creditors in relation to assets it borrows, lends or otherwise uses. In addition, a custodian or prime broker may not segregate our funds’ cash from its own cash, and our funds therefore may rank as unsecured creditors in relation to that cash. The inability to recover assets from the custodian or prime broker could have a material adverse effect on our and our funds’ results of operations, financial condition and cash flow. Counterparties have generally reacted to recent market volatility by tightening their underwriting standards and increasing their margin requirements for all categories of financing, which has the result of decreasing the overall amount of leverage available and increasing the costs of borrowing. Many of our funds have credit facilities, and if a lender under one or more of these credit facilities were to become insolvent, we could have difficulty replacing the credit facility and one or more of our funds may face liquidity problems. The counterparty to one or more of our or our funds’ contractual arrangements could default on its obligations under the contract. Default risk may arise from events or circumstances that are difficult to detect, foresee or evaluate. In addition, concerns about, or a default by, one large market participant could lead to significant liquidity problems for other market participants, which could in turn expose us to significant losses. If a counterparty defaults, we and our funds may be unable to take action to cover the exposure and could incur material losses and legal and reputational damages. We may not accurately anticipate the impact of market stress or counterparty financial condition and, as a result, we could take insufficient action to reduce these risks effectively, which, if left unmitigated, could have a material adverse effect on our results of operations, financial condition and cash flow. The consolidation and elimination of counterparties may increase our concentration of counterparty risk. Our funds generally are not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. In particular, our public equity funds utilize prime brokerage arrangements with a relatively limited number of counterparties, which has the effect of concentrating the transaction volume (and related counterparty default risk) of these funds with these counterparties. Our activities and the business activities of certain of our personnel may give rise to conflicts of interest with our funds, and our failure to deal appropriately with conflicts of interest could damage our reputation and negatively impact our business. As we have expanded and continue to expand the number and scope of our activities, we increasingly confront actual, potential or apparent conflicts of interest relating to our funds’ investment activities. The following discussion describes certain of these actual, potential or apparent conflicts of interest and how we intend to manage them. If we are unable to successfully manage conflicts of interest relating to our funds’ investment activities, fund investors may decrease their commitments to future funds, we could be subject to lawsuits or regulatory enforcement actions or we could face other adverse consequences and reputational harm, all of which could cause our and our funds’ performance to suffer and thus adversely affect our results of operations, financial condition and cash flow. The following summary is not intended to be an exhaustive list of all conflicts or their potential consequences. Identifying potential conflicts of interest is complex and fact-intensive, and it is not possible to foresee every conflict of interest that will arise. Allocation Procedures and Principles. Conflicts of interest ~~may~~ exist regarding decisions about the allocation of specific investment opportunities among us and our funds and the allocation of fees and costs among us, our funds and our funds’ portfolio companies. Certain inherent conflicts of interest arise from the fact that: • we provide investment management services to more than one fund; • our funds often have overlapping investment strategies and objectives, including co- investing funds and funds that invest alongside other funds; and • we could choose to allocate an investment to more than one fund or to allocate an entire investment opportunity to a single fund when the “ duty to offer ” provisions in our fund documents are not determinative of allocation. ~~When making allocation decisions, we are guided by our contractual obligations to our various funds, as well as our allocation procedures and principles. For each allocation decision, we first apply the “ duty to offer ” provisions of the relevant partnership agreements, the other constitutive documents of the relevant funds and other binding contractual obligations. Many, though not all, of our funds have “ duty to offer ” provisions, and these provisions are customized for each fund in light of its mandate. Historically, applying the “ duty to offer ” provisions has tended to result in the identification of a single fund to pursue an investment opportunity. That is, we often conclude that an investment opportunity falls within the “ duty to offer ” of a single fund and not any of our other funds, based on it being suitable for, and satisfying the other “ duty to offer ” criteria of, that fund alone. If this is the case with a particular investment, the single fund in question would be allocated the opportunity and our other funds would not participate. However, in some circumstances, which have grown in frequency as we have developed both new and existing investment platforms, the “ duty to offer ” provisions are not determinative. This could occur, for instance, if a particular opportunity falls within the “ duty to offer ” of multiple funds, each of which is interested in pursuing it or if none of the funds interested in pursuing a particular opportunity has a “ duty to offer. ” In these cases, where an investment opportunity is not contractually required to be allocated to a particular fund or such opportunity may otherwise be contractually allocated to more than one of our funds, we allocate an investment opportunity in accordance with our allocation principles. These principles reflect factors that we determine in good faith to be fair and reasonable.~~ An allocation decision may result in a single fund being allocated an entire investment opportunity, or in multiple funds sharing an investment opportunity on a basis approved by ~~the~~ **an** ~~Allocation~~ **allocation** ~~Committee~~ **committee** ~~(~~ **. Our allocation committee employs principles that we determine in good faith to be fair and reasonable. In addition,** as ~~defined~~ **described** below ~~)~~ **under “ — Information Barriers, ” certain funds are behind an information barrier and would generally not be allocated an opportunity sourced by an investment platform on the other side of the information barrier** . We expect our allocation principles, and procedures more generally, to change over time, including during the commitment periods of our funds ~~. We have established a committee, which we refer to as the “ Allocation Committee, ” to apply our allocation principles and make allocation decisions in situations where the investment interests of multiple funds overlap~~ . The application of our allocation principles is a fact- intensive exercise. While we base our allocation decisions on the information available to us at the time, this information may prove, in retrospect, to be incomplete or otherwise flawed. In making an allocation decision, additional conflicts of interest will arise. Specifically, because our funds have different fee, expense and profit- sharing structures, we have an incentive to allocate an investment opportunity to the fund that would generate higher management fees or performance allocations. In addition, our professionals will generally participate indirectly in investments made by the funds in which they invest. We do not explicitly take such considerations into account in making allocation decisions and expect that our procedures and principles will help mitigate the risk that these incentives implicitly influence our allocation decisions. Conflicts of interest may also arise in the determination of what constitutes fund-related expenses and the allocation of such expenses between the funds we manage and us. We employ the same procedures and principles described above when allocating fees and expenses incurred in connection with " broken deals, " or potential investments that we actively consider but do not consummate. That is, we generally make fee and expense allocation decisions while a transaction is pending based on our best judgment of the fund or funds to which we will ultimately allocate the transaction. This judgment is necessarily subjective, especially when a transaction is terminated at an early stage. When we abandon an opportunity, absent a factual development to the contrary, we will allocate the fees and expenses for such transaction to such fund or funds. As with our other allocation decisions, our allocation procedures and principles are designed to help mitigate the risk that financial incentives implicitly influence the allocation of broken deal fees and expenses. From time to time, we will have the option to offer fund investors, senior advisors or other third parties (including investors in other funds) the opportunity to invest alongside our funds, or " co- invest, " in an investment a fund is making either directly or through a TPG- controlled vehicle established to invest in one or more co- investment opportunities. Our fund documents typically do not mandate specific allocations with respect to co- investments. Our funds' investment advisers may have an incentive to provide potential co- investment opportunities to certain investors in lieu of others and / or in lieu of an allocation to our funds (including, for example, as part of an investor' s overall strategic relationship with us) if such allocations are expected to generate relatively greater fees or performance allocations than would arise if such co- investment opportunities were allocated otherwise. Shared investments. We expect more than one of our funds to make investments in the same portfolio company from time to time. In many such cases, the funds will co- invest **in** lockstep, with both funds making and exiting the shared investment at the same time and on substantially the same terms. In some situations, however, the funds will have different entry timing in the same portfolio company, acquire the same security on different terms and / or invest in different parts of the portfolio company' s capital structure. In these cases, each fund' s views of the investment and its interests may diverge. This could cause one fund to dispose of, increase its exposure to or continue to hold the investment at a time when the other fund has taken a different approach. As a result, the actions of one fund could affect the value of the other fund' s investment. For instance, a sale by a fund of its investment could put downward pressure on the value of the remaining fund' s interest. **Additionally, in certain circumstances, our investment professionals overseeing an investment for one fund may be unaware, as a result of information barriers, of another' s fund investment in the same portfolio company. See " — Information Barriers " below.** Investing throughout the corporate capital structure. Our funds invest in a broad range of asset classes throughout the corporate capital structure, including preferred equity securities ~~and~~ **,** common equity securities ~~and, occasionally~~ , loans and debt securities; and certain of our funds also engage in short selling. In certain cases, we may manage separate funds that invest in different parts of the same company' s capital structure **or one fund may lend to a company in which another fund holds an equity stake** . Similarly, one fund may be " long " a company that another fund is " short. " **As our number and range of products grows, the frequency of such conflicts may increase.** Decisions taken by one fund in these circumstances to further its interests may be adverse to the interests of another fund. In those cases, the interests of our funds may not be aligned, which could create actual or potential conflicts of interest or the appearance of such conflicts **. We will at times take steps to reduce potential conflicts of interest, including by causing a fund to take certain actions that, in the absence of such conflict, it would not take (or abstain from taking certain actions it would otherwise take). Any such steps could have the effect of benefiting one fund, or the Company, at the expense of another fund** . Competition and conflicts among TPG businesses. Given the breadth of our portfolio across platforms, our funds may invest in a competitor or customer of, or service provider or supplier to, a portfolio company of another fund, which could give rise to a variety of conflicts of interest. For example, a fund or its portfolio company may take actions for commercial reasons that have adverse consequences for another fund or its portfolio company, such as seeking to increase its market share at the portfolio company' s expense (as a competitor), withdrawing business from the portfolio company in favor of a competitor that offers the same product or service at a more competitive price (as a customer), increasing prices in lockstep with other enterprises in the industry (as a supplier) or commencing litigation against the fund portfolio company (in any capacity). Our funds are under no obligation to take into account another fund' s interests in advising their portfolio companies or otherwise managing their assets. **Possession of material non- public** ~~Information~~ **information** ~~barriers~~ . Our funds, investment platforms and people regularly obtain non-public information regarding target companies and other investment opportunities. ~~Since~~ **Prior to our acquisition of TPG Angelo Gordon,** we ~~do~~ **did** not ~~currently~~ maintain permanent information barriers among our businesses **. Following the acquisition** , we **have created an information barrier between our historical TPG business and TPG Angelo Gordon. For more information, see " — Information Barriers " below. We** generally impute non- public information received by one investment team to all other investment professionals **on the same side of an information barrier** , including all of the personnel who make investments for our funds. In the event that any of our funds or people obtain confidential or material non-public information, we and our funds may be restricted in acquiring or disposing of investments. Notwithstanding the maintenance of restricted securities lists and other internal controls, the internal controls relating to the management of material non- public information could fail and result in us, or one of our people, buying or selling a security while, at least constructively, in possession of material non- public information. Inadvertent trading on material non- public information could negatively impact our reputation, result in the imposition of regulatory or financial sanctions and, consequently, negatively impact our ability to provide investment management services to our funds and clients. These risks are heightened by the existence of our " inside- the- wall " public equity funds, and the public equity funds are subject to a broad restricted securities list, which may limit its investment opportunities. In limited circumstances, we erect temporary information barriers to restrict the transfer of non- public information, which limit our funds' abilities to benefit from TPG expertise and could be breached, resulting in the same restrictions on their investment activities. Additionally, in connection with providing services under a transition services agreement to our former affiliate, we and / or the former affiliate could be exposed to material non- public information held by the former affiliate or us, as applicable, which could further restrict our ability to acquire or dispose of investments. **Information barriers. While we generally allow for information to flow freely among many of our investment platforms, we place certain businesses behind information barriers. Currently, for example, TPG Angelo Gordon and its affiliated entities are on the other side of an information barrier from the rest of our investment platforms. While information barriers are designed to restrict the flow of information between certain businesses, such barriers may be breached, inadvertently or otherwise, including with respect to information regarding certain investment opportunities, deal pipelines and strategy, which could result in greater restrictions to our funds' investment activities. In addition, our information barriers may not be effective in accomplishing their stated purpose and / or they may otherwise adversely affect the ability of our funds to effectively achieve their investment objectives by unduly limiting the investment flexibility of the funds and / or the flow of otherwise appropriate information between businesses. For example, in some instances, certain of our personnel may be unable to assist with the activities of a fund as a result of these information barriers. As a result of having an information barrier, information that could benefit a fund might become restricted to those other respective businesses and otherwise be unavailable to such fund.** Further, we could be required by certain regulations, or decide that it is advisable, to establish **additional** permanent information barriers, which would ~~impair~~ **further reduce** our ability to **share information internally** ~~operate as an integrated platform~~ , limit management' s ability to manage our investments and reduce potential synergies across our businesses. The establishment of information barriers may also lead to operational disruptions and result in restructuring costs, including costs related to hiring additional personnel as existing investment professionals are allocated to either side of a barrier. Broker- dealer and other affiliated service providers. TPG Capital BD, is an affiliate of ours that is a broker- dealer registered with the SEC and a member of FINRA. TPG Capital BD performs services that include those described below. See " — Our broker- dealer' s capital markets activities expose us to risks that, if they materialize, could have a material adverse effect on our results of operations, financial condition and cash flow. " We expect the types of capital markets services we provide to evolve in light of market developments and industry trends. TPG Capital BD and related entities typically receive compensation for the services we provide in connection with these capital markets activities. Depending on the nature of the transaction, the fund, the portfolio company or other parties to the transaction will pay the fee to TPG Capital BD or a related entity. ~~Any~~ **In many cases, subject to a fund' s governing documents,** compensation we receive for providing capital markets services ~~typically~~ will not ~~, in accordance with the fund governing documents,~~ offset the management fee or require the consent of investors or any advisory committee. While we believe that our internal capital markets capabilities help maximize value for our funds, our ability to utilize TPG Capital BD or a related entity in connection with the foregoing transactions gives rise to conflicts of interest. In general, we have an incentive to retain, or to exercise our control or influence over a portfolio company' s management team so that it retains, TPG Capital BD (or a related entity) or otherwise transacts with TPG Capital BD instead of other unaffiliated broker- dealers or counterparties. For instance, TPG Capital BD (or a related entity) could take the place of another investment bank in the syndicate underwriting a securities offering or act as the sole or lead financial institution on a transaction instead of a third- party bank. When involved in a particular transaction, TPG Capital BD (or a related entity) has the incentive to seek higher fees or other favorable terms from a fund, the portfolio company or other counterparties, as well as to structure a transaction so that it benefits certain fund investors or other third parties that are of strategic importance. For example, TPG Capital BD could influence the placement of portfolio company securities or debt instruments so that investors who are sizeable investors in multiple of our funds or who pay TPG Capital BD a placement fee receive an allocation ahead of others. To the extent that our capital markets personnel face competing demands for their time and attention, we have an incentive to devote our limited capital markets resources to portfolio companies and transactions that would generate the highest fee for TPG Capital BD (or related entities). Our employees who provide capital markets services are under no obligation to prioritize the interests of a fund or its investors in determining how to allocate their time across various projects within our firm **. Potential conflicts of interest in connection with co- investments between our private funds and our Registered Closed- End Management Investment Companies. The registered closed- ended management investment companies we manage are permitted to co- invest in portfolio companies with each other and with affiliated investment funds pursuant to an SEC Order (the " Co- Investment Exemptive Order "). The different investment objectives or terms of such funds may result in a potential conflict of interest, including in connection with the allocation of investments between the funds made pursuant to the Co- Investment Exemptive Order. In addition, conflicts of interest may exist in the valuation of our investments and regarding decisions about the allocation of specific investment opportunities among us and our funds and the allocation of fees and costs among us, our funds and their portfolio companies** . Potential performance allocation- related conflicts. Since the amount of performance allocations allocable to the general partners of our funds depends on the funds' performance, we have an incentive to recommend and, as the general partner, cause our funds to make more speculative investments than they would otherwise make in the absence of such performance- based allocation. We may also have an incentive to cause a fund, as its general partner, to dispose of investments at a time and in a sequence that would generate the most performance allocations, even if it would not be in the fund' s interest to dispose of the investments in that manner. Further, under amendments to U. S. tax law pursuant to Public Law Number 115- 97, formerly known as the Tax Cuts and Jobs Act (the " TCJA "), capital gain in respect of a general partner' s distributions of performance allocations from certain of our funds will be treated as short- term capital gain unless the fund holds the relevant investment for more than three years, as opposed to the general rule that capital gain from the disposition of investments held for more than one year is treated as long- term capital gain. This may create an incentive to cause the fund to hold a fund' s investments for longer periods in order for the gain from their dispositions to qualify for capital gain treatment under the new performance allocation rules, even if it would be in the fund' s interest to hold the investments for shorter periods. Consequently, conflicts of interest may arise in connection with investment decisions, including regarding the identification, making, management, disposition and, in each case, timing of a fund' s investments, and we may not realize the most tax efficient treatment of our performance allocations generated by all of our funds going forward. In addition, since our investment professionals have an interest in the performance allocations made by our funds, our investment professionals may have an incentive to recommend investments and realizations that maximize the amount of performance allocations rather than management fees. Further, because Tarrant Remain Co I, L. P., Tarrant Remain Co II, L. P., and Tarrant Remain Co III, L. P. (collectively with Tarrant Remain Co GP, LLC, " RemainCo ") are entitled to a portion of our funds' performance allocations, we, in certain circumstances, will have less of an interest in such performance allocations than our investment professionals who also hold equity interests in RemainCo. Similarly, because our senior leadership team holds equity interests in RemainCo, they may have an incentive to recommend that we allocate investments to certain funds or create new funds in which RemainCo holds a higher share percentage of performance allocations, which may be contrary to our interests. See also " — Risks Related to Our Organizational Structure — The historical and pro forma financial information and related notes in this report may not permit you to assess our future performance ~~, including our costs of operations~~ ". Use of subscription line facilities by our funds. Most of our funds obtain subscription line facilities to, among other things, facilitate investments. Our funds' subscription line facilities generally allow revolving borrowings up to a specified principal amount that is determined based in part on the relevant fund' s capital commitments and the lenders' assessment of the creditworthiness of its investors, and subscription line facilities are typically secured by pledges of the general partner' s right to call capital from, and receive amounts funded by, the funds' investors. Subscription line facilities may be entered into on a cross- collateralized basis with the assets of the funds' parallel funds, certain other funds and their respective alternative investment vehicles and allow borrowings by portfolio companies or other investment entities. The applicable entities party to the subscription line facility may be held jointly and severally liable for the full amount of the obligations arising out of such facility. If a fund obtains a subscription line facility, the fund' s working capital needs will, in most instances, be satisfied through borrowings under the subscription line facility. As a result, capital calls are expected to be conducted in larger amounts on a less frequent basis in order to, among other things, repay borrowings and related interest expenses due under such subscription line facilities. We have incentives to engage in fund- level borrowing notwithstanding the expense and risks that accompany it. For example, we may present certain performance metrics in a fund' s periodic reports and marketing materials. These performance metrics measure investors' actual cash outlays to, and returns from, our funds and thus depend on the amount and timing of investor capital contributions to the fund and fund distributions to its investors. To the extent that a fund uses borrowed funds in advance or in lieu of calling capital, investors make correspondingly later or smaller capital contributions. Also, borrowing to make distributions of proceeds from an investment enables fund investors to receive distributions earlier. As a result, the use of borrowed funds generally results in the presentation of higher performance metrics than simply calling capital, even after accounting for the attendant interest expense. Fund- level borrowing can also affect the preferred return fund investors receive and the performance allocations the general partner receives, as preferred return and performance allocations generally depend on the amount and timing of capital contributions and distributions of proceeds. In particular, the preferred return generally begins to accrue after capital contributions are due (regardless of when the fund borrows, makes the relevant investment or pays expenses) and ceases to accrue upon return of these capital contributions. Borrowing funds to shorten the period between calling and returning capital limits the amount of time the preferred return will accrue. Since we do not pay preferred returns on funds borrowed in advance or in lieu of calling capital, fund level borrowing will therefore reduce the amount of preferred return to which the fund investors would otherwise be entitled had we called capital. Conflicts of interest with our partners, directors, senior advisors, professionals or business partners could damage our reputation and negatively impact our business. Our arrangements with our partners, directors, senior advisors, professionals and business partners could give rise to additional conflicts of interest. The following discussion describes certain of these actual, potential or apparent conflicts of interest and how we intend to manage them. If we are unable to successfully manage conflicts of interest relating to arrangements with our partners, directors, senior advisors, professionals or business partners, fund investors may decrease their commitments to future funds, we could be subject to lawsuits or regulatory enforcement actions or we could face other adverse consequences and reputational harm, all of which could cause our and our funds' performance to suffer and thus adversely affect our results of operations, financial condition and cash flow. The following summary is not intended to be an exhaustive list of all conflicts or their potential consequences. Identifying potential conflicts of interest is complex and fact- intensive, and it is not possible to foresee every conflict of interest that will arise. Potential conflicts of interest with our personnel, partners, directors or senior advisors. One or more committees of our board of directors, excluding any directors who may have an interest or involvement, will review and address, as appropriate, certain actual or perceived conflicts of interest involving, among others, our executive officers or directors. Other than as may be provided in the non- competition, non- solicitation and confidentiality obligations contained in employment or other agreements with our personnel, which may not be enforceable or may involve costly litigation, our partners, directors and senior advisors are not prohibited from engaging in other businesses or activities, including those that might be in direct competition with us or our funds' portfolio companies. However, our code of conduct and ethics contains a conflicts of interest policy that provides that directors and officers must strive to identify and avoid conflicts of interest with the Company. Additionally, our related person transactions policy requires the review and approval by one or more committees of our board of directors, excluding any directors who may have an interest or involvement, of certain transactions involving us and our directors, executive officers, 5 % or greater stockholders and other related persons as defined under the policy. Nevertheless, potential or perceived conflicts could lead to investor dissatisfaction, harm our reputation or result in litigation or regulatory enforcement actions. In addition, senior advisors are not employees and thus are generally not subject to restrictions and conditions that relate specifically to our employees and affiliates. Senior advisors often make personal investments in portfolio companies alongside our funds, and our funds are not prohibited from investing in portfolio companies in which senior advisors hold existing material investments. Similarly, our funds may co- invest in portfolio companies alongside funds that senior advisors manage or invest in portfolio companies in which such funds have an existing material investment. One of our senior advisors serves as co- managing partner of one of our funds and chief investment officer of another fund, and we believe that the expertise of all of our senior advisors benefits our funds. However, conflicts of interest or the appearance of such conflicts may arise in connection with investment decisions for funds in which our partners and senior advisors, are personally invested. For example, we typically determine a senior advisor' s compensation even when our funds or their portfolio companies ultimately pay or reimburse us for such compensation. Our close business or personal relationships with certain senior advisors decreases our incentive to negotiate for lower compensation. Moreover, the appropriate level of compensation for a senior advisor can be difficult to determine, especially if the expertise and services he or she provides are unique and / or tailored to the specific engagement. Similarly, these unique and / or tailored specific engagements with our senior advisors can be difficult to manage. See " — Risks Related to Our Industry — Extensive regulation of our businesses affects our activities and creates the potential for significant liabilities and penalties. Increased regulatory focus on the alternative asset industry or legislative or regulatory changes could result in additional burdens and expenses on our business. " Activities and compensation of our operation and business building professionals. We engage operations and business building professionals to assist our investment team in creating value in our portfolio. We determine in our discretion and subject to applicable law whether to engage a professional as an employee or as a consultant. Professionals engaged as consultants may become employees, and likewise employees may become consultants. Our determination of whether to engage a professional as an employee or a consultant can give rise to conflicts of interest because, in general, except with respect to certain in- house, foreign office and specialized operational services **provided to certain funds** , we bear the compensation costs for our employees whereas compensation costs for consultants could be paid by us, a fund or a portfolio company, as described above. Where an operations professional performs specialized operational services for a fund or portfolio companies, we are often reimbursed for the costs of those services, regardless of whether the professional providing the service is our employee or a consultant. Strategic business partners **and operators** . We have also formed and expect to continue to form relationships with third- party strategic partners **and operators** so that our funds can take advantage of their expertise, often in particular industries, sectors and / or geographies. These strategic partners **and operators** often have close business relationships with us and provide services that are similar to, and that may overlap with, services we provide to our funds, including sourcing, conducting due diligence on or developing potential investments, as well as structuring, managing, monitoring and disposing of investments. We determine the compensation of our strategic partners **and certain of our operators** on a case- by- case basis, which creates a conflict of interest in that we have an incentive to structure compensation under strategic business partnerships so that the fund (and hence its investors) bears the costs (directly or indirectly) instead of us. In addition, as with senior advisors, our close business relationship with a strategic partner decreases our incentive to negotiate for their lower compensation. Interest of our professionals in our funds. Our professionals generally participate indirectly in investments made by our funds. While we believe this helps align the interests of our professionals with those of the funds' other investors and provides a strong incentive to enhance fund performance, these arrangements could also give rise to conflicts of interest. For example, our professionals have an incentive to influence the allocation of an attractive investment opportunity to the fund in which they stand to personally earn the greatest return, although the involvement of a substantial number of professionals in our investment review process mitigates this. Some of our professionals also have personal investments in entities that are not affiliated with us, such as funds managed by other sponsors that may be competing for the same investment opportunities or acquire an investment from, or dispose of an investment to, one of our funds, which likewise gives rise to conflicts of interest. Certain of our senior advisors and directors have family offices in addition to providing services to TPG. If we fail to maintain appropriate compliance procedures or deal appropriately with potential conflicts between the personal financial interests of such senior advisors and directors and our interests, it could subject us to regulatory and investor scrutiny or have a material adverse effect on our results of operations, financial condition and cash flow. Certain of our senior advisors and directors have separate family offices. The investment activities of such family offices, and the involvement of our senior advisors and directors in these activities, may give rise to potential conflicts of interest between the personal financial interests of such senior advisors and directors and the interests of us or any stockholder. For example, our senior advisors and directors may face competing demands for their time and attention and may have an incentive to devote their resources to the investments of their family offices. Family offices may also compete with us for investment opportunities. Further, one of our senior advisors serves as Co- Managing Partner of one of our funds and Chief Investment Officer of another fund and has a limited ability to selectively co- invest alongside certain of our funds, including in some cases, by investing amounts otherwise allocable to TPG. In certain instances, he may invest in different parts of a portfolio company' s capital structure, and decide when to exit such investments, which may be at a different time than when we or our funds exit. These co- investments, while currently limited to a maximum of 0. 2 % to 3 % of the amount of the TPG fund' s investment, depending on the fund, may reduce or slow the deployment of a fund' s capital, as well as reduce the amount of capital we may co- invest alongside our funds. In addition, we reimburse our senior advisors for certain expenses incurred by them (and, in the case of one of our senior advisors, his office) in connection with their service to TPG, and the determination of what constitutes fund- related expenses and the allocation of such expenses between the funds we manage and us involves judgment. While members of our board of directors and certain of our senior advisors are subject to our policies and procedures, including with respect to sharing confidential information, independent family offices and independent wealth managers are not. Our failure to adequately mitigate these conflicts and risks and make proper judgments could give rise to regulatory and investor scrutiny. Because members of our senior leadership team own a significant indirect economic interest in us, and hold their economic interest through other entities, conflicts of interest may arise between them and holders of shares of our Class A common stock or us. As of February ~~21~~ **22** , ~~2023~~ **2024** , members of our senior leadership team indirectly own **approximately 47** ~~50. 2~~ % of the outstanding Common Units and, together with our other partners and professionals, the

Promote Units. They hold substantially all of their economic interest in the TPG Operating Group primarily through TPG Partner Vehicles (rather than through ownership of shares of our Class A common stock), and for each Common Unit owned, they own one share of our Class B common stock. Further, GP LLC has, prior to the Sunset (as defined herein), the right to vote our Class B common stock held by TPG Group Holdings. Therefore, GP LLC, which is owned by entities owned by Messrs. Bonderman, Coulter and Winkelried, holds the significant majority of the combined voting power of our common stock. As a result of their indirect economic interest in us, the members of our senior leadership team may have interests that do not align with, or that conflict with, those of the holders of Class A common stock or with us, and conflicts of interest may arise among such members of our senior leadership team, on the one hand, and us and / or the holders of our Class A common stock, on the other hand. For example, members of our senior leadership team have different tax positions from Class A common stockholders, which could influence their decisions regarding whether and when to dispose of assets, whether and when to incur new or refinance existing indebtedness, and whether and when we should terminate the Tax Receivable Agreement and accelerate the obligations thereunder. In addition, the structuring of future transactions and investments may take into consideration the members' tax considerations even where no similar benefit would accrue to us. Pursuant to the Bipartisan Budget Act of 2015, for tax years beginning after December 31, 2017, if the Internal Revenue Service (" IRS ") makes audit adjustments to the TPG Operating Group' s federal income tax returns, it may assess and collect any taxes (including any applicable penalties and interest) resulting from such audit adjustment directly from the ~~applicable~~ TPG Operating Group partnership. If, as a result of any such audit adjustment, ~~any~~ **the** TPG Operating Group partnership is required to make payments of taxes, penalties and interest, ~~such~~ **the** partnership' s cash available for distributions to us may be substantially reduced. These rules are not applicable to the TPG Operating Group ~~partnerships~~ **partnership** for tax years beginning on or prior to December 31, 2017. We have agreed with GP LLC that the TPG Operating Group ~~partnerships~~ **partnership** will not make any elections that would result in the IRS pursuing the partners of such partnerships for such taxes owed for periods ending on or prior to December 31, 2021 without consent of (i) a majority of the holders of Common Units and (ii) TPG Group Holdings. Our compensation and incentive model may give rise to conflicts of interest between holders of our Class A common stock and our management and certain other affiliates. In connection with the implementation of our compensation and incentive model **following our IPO,** and to further align partner interests with the investment performance of our funds, we ~~intend to increase~~ **increased** the share of performance allocations available to our partners and professionals. **If in 2024** ~~In order to ensure adequate distributions of performance allocations are available under the new program during a three- year transition period following the IPO, we can increase the distributions of performance allocations that would otherwise be made under the program by up to $ 40 million per year by commensurately reducing the performance allocation that would otherwise be distributable to RemainCo, if~~ the amount otherwise available under the new discretionary performance allocation program is less than $ ~~120 million and $~~ 130 million ~~in calendar years 2023 and 2024~~ , ~~respectively. Such " Performance Allocation Increases, " if any, will be determined by~~ our Chief Executive Officer (" CEO ") ~~not~~ **can determine** to ~~exceed such~~ **increase the performance allocations available under our performance allocation program by an amount equal to the** shortfall plus $ 10 million ~~, subject~~ **(which we refer** to ~~an annual cap of~~ **as a " Performance Allocation Increase "), but by no more than** $ 40 million **, by allocating amounts that would have otherwise been distributable to RemainCo** . To the extent the foregoing ~~amounts~~ **amount** ~~are~~ **is** insufficient to satisfy the Performance Allocation Increase ~~for such years~~ , RemainCo will loan the shortfall to one or more TPG Partner Vehicles (with an obligation by such entities to repay the loan out of future performance allocations). Because our CEO, senior leadership team and Pre- IPO Investors hold certain economic interests in RemainCo, our CEO' s decision regarding a Performance Allocation Increase could be influenced by interests that do not align with, or that conflict with, those of our public stockholders. To the extent the Performance Allocation Increases are not made and other performance allocations are insufficient to ensure an adequate amount of cash is received by our partners and professionals, we may not be able to adequately retain or motivate our investment professionals **. Certain of our funds employ special situation and distressed debt investment strategies that involve significant risks. Certain of our investment funds, in particular certain of our credit funds, invest in companies with weak financial conditions, poor operating results, substantial financial needs, negative net worth, special competitive problems or securities that are illiquid, distressed or have other high- risk features, including business entities involved in bankruptcy or other reorganization and liquidation proceedings. In such situations, it may be difficult to obtain full information as to the exact financial and operating conditions of these companies. Additionally, the fair values of such investments are subject to abrupt and erratic market movements and significant price volatility if they are publicly- traded securities, and are subject to significant uncertainty in general if they are not publicly- traded securities. Furthermore, some of our funds' distressed investments may not be widely traded or may have no recognized market. A fund' s exposure to such investments may be substantial in relation to the market for those investments, and the assets are likely to be illiquid and difficult to sell or transfer. As a result, it may take a number of years for the market value of such investments to ultimately reflect their intrinsic value as perceived by us. A central feature of our distressed investment strategy is our ability to effectively anticipate the occurrence of certain corporate events, such as debt and / or equity offerings, restructurings, reorganizations, mergers, takeover offers and other transactions, that we believe will improve the condition of the business. Similarly, we perform significant analysis of the company' s capital structure, operations, industry and ability to generate income, as well as market valuation of the company and its debt, and develop a strategy with respect to a particular distressed investment based on such analysis. In furtherance of that strategy our funds seek to identify the best position in the capital structure in which to invest. If the relevant corporate event that we anticipate is delayed, changed or never completed, or if our analysis or investment strategy is inaccurate, the market price and value of the applicable fund' s investment could decline sharply. In addition, these investments could subject a fund to certain potential additional liabilities that may exceed the value of its original investment. Under certain circumstances, payments or distributions on certain**

investments may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment or similar transaction under applicable bankruptcy and insolvency laws. In addition, under certain circumstances, a lender that has inappropriately exercised control of the management and policies of a debtor may have its claims subordinated or disallowed, or may be found liable for damages suffered by parties as a result of such actions. In the case where the investment in securities of troubled companies is made in connection with an attempt to influence restructuring proposal or plan of reorganization in bankruptcy, our funds may become involved in substantial litigation . Our real estate funds' portfolio investments are subject to the risks inherent in the ownership and operation of real estate and real estate- related businesses and assets. Our real estate funds' portfolio investments are subject to the risks inherent in the ownership and operation of real estate and real estate- related businesses and assets, including the deterioration of real estate fundamentals. These risks include those highlighted elsewhere as well as: • those associated with the burdens of ownership of real property; • changes in supply of and demand for competing properties in an area (e. g., as a result of overbuilding); • the financial resources of tenants; • changes in building, environmental, zoning and other laws **; • changes in demand for commercial office properties; • changes in geographic markets, macroeconomic conditions and evolving political and legislative oversight of real estate markets** ; • casualty or condemnation losses; • various uninsured or uninsurable risks; • changes in the way real estate is occupied as a result of pandemics or other unforeseen events; • the reduced availability of mortgage funds, or other forms of financing, including construction financing which may render the sale or refinancing of properties difficult or impracticable; • increase in insurance premiums and changes to the insurance market; • environmental liabilities; • acts of god, natural disasters, pandemics, terrorist attacks, war and other factors that are beyond our control; and • dependence on local operating partners and / or management teams that manage our real estate investments. Our real estate funds' portfolio investments will be subject to various risks that cause fluctuations in occupancy, rental rates, operating income and expenses or that render the sale or financing of the funds' portfolio investment properties difficult or unattractive. For example, following the termination or expiration of a tenant' s lease, there could be a period of time before a funds' portfolio investment will begin receiving rental payments under a replacement lease. During that period, the portfolio investments (and indirectly, the funds) will continue to bear fixed expenses such as interest, real estate taxes, maintenance and other operating expenses. In addition, declining economic conditions could impair the portfolio investments' ability to attract replacement tenants and achieve rental rates equal to or greater than the rents paid under previous leases. Increased competition for tenants would require the portfolio investments to make capital improvements to properties that we would not otherwise have planned. Any unbudgeted capital improvements that a fund undertakes may divert cash that would otherwise be available for distribution to investors. To the extent that the portfolio investments are unable to renew leases or re- let spaces as leases expire, decreased cash flow from tenants will result, which would adversely impact the relevant fund' s returns. In addition, if our real estate funds' portfolio investments acquire direct or indirect interests in undeveloped land or underdeveloped real property, which may often be non- income producing, they will be subject to the risks normally associated with such assets and development activities, including risks relating to the availability and timely receipt of zoning and other regulatory or environmental approvals, the cost and timely completion of construction (including risks beyond our or our funds' control, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms. Our real estate funds may also make investments in residential real estate projects and / or otherwise participate in financing opportunities relating to residential real estate assets or portfolios thereof from time to time, which may be more highly susceptible to adverse changes in prevailing economic and / or market conditions and present additional risks relative to the ownership and operation of commercial real estate assets. The strategy of our real estate funds may be based, in part, on the availability for purchase of assets at favorable prices followed by the continuation or improvement of market conditions or on the availability of refinancing, and there can be no assurance that the real estate businesses or assets can be acquired or disposed of at favorable prices or that refinancing will be available. Further, the success of certain investments will depend on the ability to modify and effect improvements in the operations of the applicable properties, and there can be no assurance that we or our funds will be successful in identifying or implementing such modifications and improvements. Additionally, lenders in commercial real estate financing customarily require a " bad boy " guarantee, which typically provides that the lender can recover losses from the guarantors for certain bad acts, such as fraud or intentional misrepresentation, intentional waste, willful misconduct, criminal acts, misappropriation of funds, voluntary incurrence of prohibited debt and environmental losses sustained by lender. For our acquisitions, " bad boy " guarantees would generally be extended by our funds. " Bad boy " guarantees also typically provide that the loan will be a full personal recourse obligation of the guarantor for certain actions, such as prohibited transfers of the collateral or changes of control and voluntary bankruptcy of the borrower. We expect that commercial real estate financing arrangements generally will require " bad boy " guarantees and, in the event that such a guarantee is called, a fund' s or our assets could be negatively impacted. Moreover, " bad boy " guarantees could apply to actions of the joint venture partners associated with the investments, and, in certain cases, the acts of such joint venture partner could result in liability to our funds or us under such guarantees. The acquisition, ownership and disposition of real properties carry certain specific litigation risks. Litigation may be commenced with respect to a property acquired in relation to activities that took place prior to the acquisition of such property. In addition, at the time of disposition, other potential buyers may bring claims related to the asset or for due diligence expenses or other damages. After the sale of a real estate asset, buyers may later sue our funds or us for losses associated with latent defects or other problems not uncovered in due diligence. We or our funds may also be subject to certain risks associated with investments in particular real estate- related assets. REITs may be affected by changes in the value of their underlying properties and defaults by borrowers or tenants, and changes in tax laws or by a failure to qualify for tax- free pass through income could impair a REIT' s ability to generate cash flows to make distributions. Qualification as a REIT also depends on a REITs ability to meet various requirements imposed by the Code, which relate to organizational structure, diversity of stock ownership, and certain restrictions with regard to the nature of their assets and the sources of their income. If a REIT fails to qualify as a REIT in any taxable year, it will be subject to U. S. federal income tax at regular corporate rates, and applicable state and local taxes, which would reduce the amount of cash available for distribution to its stockholders. Investments in real estate debt investments may be unsecured and / or subordinated to a substantial amount of indebtedness and may not be protected by financial covenants. Non- performing real estate loans may require a substantial amount of workout negotiations and / or modification, which may entail, among other things, a substantial reduction in the interest rate and a substantial write- down of the principal of such loan. Investments in commercial mortgage loans are subject to risks of delinquency, foreclosure and loss of principal. In the event of any default under a mortgage loan held directly by us or one of our funds, we or our fund will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the loan. Investments in distressed assets or businesses may have little or no near- term cash flow, involve a high degree of risk and, if subject to bankruptcy or insolvency, could be subordinated or disallowed. Our public equity platforms subject us to numerous additional risks. Our public equity platform, TPEP, invests in the public equity markets and is subject to numerous additional risks, including the following: • Certain public equity funds may engage in short selling, which is subject to theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the security necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the prices of the securities to rise further, thereby exacerbating the loss. Furthermore, if a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a " short squeeze " can occur, in which case the public equity fund would be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short. • The efficacy of investment and trading strategies depends largely on the ability to establish and maintain an overall market position in a combination of financial instruments. A public equity fund' s trading orders may not be executed in a timely and efficient manner due to various circumstances, including market illiquidity, systems failures or human error. In such event, the funds might only be able to build some but not all of the position, or if the overall position were to need adjustment, the funds might not be able to make such adjustment. As a result, the funds would not be able to achieve the desired market position and might incur a loss in liquidating their position. • As " inside- the- wall " funds, our public equity funds are subject to a broad restricted securities list, which may limit their investment opportunities as well as their ability to exit an investment, including covering a short position. An inability to cover a short position theoretically subjects a fund to unlimited loss. To the extent the financial condition of TPEP is adversely affected by these risks, our revenues and AUM may also decline. TPG Capital BD (and related entities) provides various capital markets services, including: • structuring, executing and at times underwriting initial public offerings, follow- on primary offerings and secondary offerings (including " block trades ") and private placements of equity securities; • structuring, executing and at times underwriting high yield and other bond offerings; • structuring, arranging and placing interests in loans, credit facilities, asset- based facilities, securitizations and similar debt instruments; • structuring and arranging amendments to existing securities, credit facilities and other instruments; • structuring and implementing interest rate, foreign exchange and other hedging or derivative strategies; • structuring and executing other similar transactions to finance fund acquisitions of a portfolio company or to enable a fund to monetize its interest in a portfolio company; • providing capital markets advice with respect to any of the foregoing transactions; and • providing any other capital markets services that a third party may render to or with respect to an existing, prospective or former portfolio company. As a result of these capital markets services, we could incur losses that could have a material adverse effect on our results of operations, financial condition and cash flow, as well as our reputation. TPG Capital BD' s capital market activities subject us to potential liability for, among other things, material misstatements or omissions in prospectuses and other offering documents in the United States and elsewhere, and for failure to provide certain disclosure documents or marketing securities to certain types of investors in the EU and the U. K. Further, the relationship between us, TPG Capital BD (or a related entity providing capital markets services), on the one hand, and our funds and / or our funds' portfolio companies, on the other hand, gives rise to conflicts of interest which could negatively impact our business. See " — Our activities and the business activities of certain of our personnel may give rise to conflicts of interest with our funds, and our failure to deal appropriately with conflicts of interest could damage our reputation and negatively impact our business. " **Certain** ~~Our sponsorship~~ of ~~and~~ **our management agreements with** ~~investments~~ **investment vehicles that are publicly- registered** ~~in SPACs may expose us and our funds to increased risks and liabilities. We sponsor, or facilitate the acquisition of~~ companies ~~by, SPACs. A SPAC is a special purpose vehicle formed for the purpose of raising capital to eventually acquire or merge~~ with ~~an existing business, which results in~~ the **SEC** ~~existing business becoming the operating business of a public company in an alternative to the traditional initial public offering process. There~~ are ~~a number of risks associated with our sponsorship of SPACs, including: • our investments in a SPAC as its sponsor may be entirely lost if the SPAC does not execute a business combination during the finite permitted time period; • the use of SPACs as an investment tool became more widespread, and there remains substantial uncertainty regarding, among other things, potential litigation risks associated with transactions executed by SPACs and whether regulatory, tax or other authorities will implement additional or adverse policies relating to, or initiate additional enforcement actions targeting, SPACs and SPAC investing; and • we also expect regulatory scrutiny of and enforcement activities directed toward SPACs and other blank check companies to continue to increase. For example, on March 30, 2022, the SEC issued proposed rules relating to, among other items, enhancing disclosures in business combination transactions involving SPACs and private operating companies, amending the financial statement requirements applicable to transactions involving blank check companies, effectively limiting the use of projections in SEC filings in connection with proposed business combination transactions and the extent to which SPACs could become~~ subject to **limitation or termination, and any such termination** ~~regulation under the Investment Company Act. Any losses relating to these developments~~ could have a material adverse effect on our **business,** results of operations ~~,~~ **and** financial condition **. The**

agreements under which we provide management and other services to companies that raise capital through the public markets are renewable upon mutual consent of the parties for ~~and~~ an ~~cash flow~~ unlimited number of successive one-year periods. In certain instances , ~~as~~ **these agreements may generally be terminated by such managed public company upon 60 days' written notice for any reason, and expire on an annual basis, unless otherwise renewed. With respect to our management agreements with publicly traded vehicles, following an initial term, such agreements ~~well~~ will ~~as~~ automatically be renewed for successive one- year periods unless we ~~our~~ or ~~reputation~~ , in certain limited circumstances, the publicly traded vehicle, elect not to renew by providing 180 days prior written notice. There can be no assurance that these agreements will not expire or be terminated or not be renewed. Any such termination, expiration or non- renewal could have a material adverse effect on our business, results of operations, financial condition and prospects** . Funds associated with our secondaries investment products are subject to additional risks. Funds associated with our secondaries investment products, NewQuest and TPG GP Solutions, are subject to additional risks. Such funds have limited control of the day- to- day operation of the funds in which they invest, including investment and disposition decisions, or to protect their indirect position in portfolio investments, nor do they generally have the right to remove the managers thereof. The success of these funds is substantially dependent upon the capabilities and performance of the general partners who control those portfolio investments and the company management of the underlying portfolio companies, which will include representatives of other financial investors with whom such funds are not affiliated and whose interests may conflict with the interests of the funds. Although investors (such as our funds) in general partner- led and other structured secondary transactions typically retain enhanced governance and other rights (and may participate in the initial structuring and customizing of portfolios of a portfolio investment), once such a transaction is complete, the general partners will generally have broad discretion in structuring, negotiating, purchasing, financing, monitoring and eventually divesting the underlying assets and portfolio companies. Further, should a general partner for any reason cease to participate in the management of the underlying assets and / or portfolio companies, the performance of the relevant portfolio investment (and, consequently, our funds) could be adversely affected. Our secondaries funds are also authorized to invest in preferred, synthetic and / or other investments in management companies, general partners and similar entities that manage or advise other investment funds (such entities, " Managing Entities "). Among the factors that we will typically consider in selecting such Managing Entities for investment is a record of strong financial performance. However, the past performance of any such Managing Entity is not necessarily indicative of its future performance. There can be no assurance that such Managing Entity will achieve similar revenues or profits in the future. While we periodically meet with the management of Managing Entities in which our funds invest, and our funds may negotiate contractual terms requiring such Managing Entities to periodically provide the funds with certain information, our funds generally do not have the opportunity to evaluate the specific strategies employed by the Managing Entities and their funds, and our funds do not have an active role in the day- to- day management of the Managing Entities. **A downturn in the global credit markets could adversely affect our CLO investments. Our CLO funds are subject to credit, liquidity, interest rate and other risks. From time to time, liquidity in the credit markets contracts, sometimes significantly, resulting in an increase in credit spreads and a decline in ratings, performance and market values for leveraged loans. CLOs invest on a leveraged basis in loans or securities that are themselves highly leveraged investments in the underlying collateral, which increases both the opportunity for higher returns as well as the magnitude of losses compared to unlevered investments. As a result of such funds' leveraged position, our CLO funds are at greater risk of suffering losses. CLOs have also failed in the past and may in the future fail one or more of their " over- collateralization " tests. Market or other conditions that cause our CLOs to fail " over- collateralization " tests would decrease our cash flows and reduce the value of our investments.** Misconduct, fraud or other deceptive practices of our employees, advisors or third- party service providers or our funds' portfolio companies could subject us to significant legal liability, regulatory scrutiny and reputational harm and have a material adverse effect on our results of operations, financial condition and cash flow. Our reputation is critical to maintaining and developing relationships with existing and prospective investors, potential purchasers or sellers of fund investments, potential fund investors and other third parties with whom we do business, and there is a risk that our employees, advisers or third- party service providers could engage in misconduct or fraud that creates legal exposure for us or reputational harm and thus negatively impacts our business. Employee misconduct or fraud could include, among other things, binding our funds to transactions that exceed authorized limits or present unacceptable risks, concealing unsuccessful investments (which could result in unknown and unmanaged risks or losses) or otherwise charging, or seeking to charge, inappropriate expenses or misappropriating or misdirecting funds belonging to the Company or our funds. If an employee were to engage in illegal or suspicious activities, we could be subject to penalties or sanctions and suffer serious harm to our reputation, financial position, investor relationships and ability to attract future investors. For example, we could lose our ability to raise new funds if any of our " covered persons " is the subject of a criminal, regulatory or court order or other " disqualifying event. " In addition, if any of our employees, consultants or service providers, or those of our funds' portfolio companies, become subject to allegations of sexual harassment, racial or gender discrimination or other similar misconduct, such allegations could, regardless of the ultimate outcome, result in negative publicity that could significantly harm our, and such portfolio company' s, brand and reputation. Similarly, allegations of employee misconduct could affect our reputation and ability to raise funds even if the allegations pertain to activities not related to our business and / or are ultimately unsubstantiated. Further, our business often requires that we deal with confidential matters of great significance to us, our funds and companies in which our funds may invest, as well as trade secrets. If any of our employees, consultants or service providers were to improperly use or disclose confidential information, we could suffer serious harm to our reputation, financial position and current and future business relationships as well as face potentially significant litigation or investigation. It is not always possible to deter misconduct or fraud by employees, consultants or service providers, and the precautions we take to detect and prevent this activity may not be effective in all cases. Misconduct or fraud by any of our employees, consultants or service providers, or even unsubstantiated allegations of misconduct or fraud, could have a material adverse effect on our results of operations, financial condition and cash flow, as well as our reputation. Fraud, payment or solicitation of bribes and other deceptive practices or other misconduct at our funds' portfolio companies could similarly have a material adverse effect on our results of operations, financial condition and cash flow, as well as our reputation. For example, failures by personnel of our funds' portfolio companies, or individuals acting on behalf of such portfolio companies, to comply with anti- bribery, sanctions or other legal and regulatory requirements could negatively impact the valuation of a fund' s investments or harm our reputation. In addition, there are a number of grounds upon which such misconduct at a portfolio company could subject us to criminal and / or civil liability, including on the basis of actual knowledge, willful blindness or control person liability. Pending and future litigation could result in significant liabilities and reputational harm, which could have a material adverse effect on our results of operations, financial condition and cash flow. From time to time, we are involved in litigation and claims incidental to the conduct of our business. Our business is also subject to extensive regulation, which may result in regulatory proceedings against us. In recent years, the volume of claims and the amount of potential damages claimed in such proceedings against the financial services industry have generally been increasing. The activities of our business, including the investment decisions we make and the activities of our employees in connection with our funds, portfolio companies or other investment vehicles ~~like SPACs~~ may subject us and them to the risk of litigation by third parties, including fund investors dissatisfied with the performance or management of our funds, holders of our or our funds' portfolio companies' debt or equity ~~, investors in our SPACs~~ and a variety of other potential litigants. For example, we, our funds and certain of our employees are each exposed to the risks of litigation relating to investment activities of our funds ~~, our SPACs~~ and actions taken by the officers and directors (some of whom may be TPG employees) of portfolio companies, such as lawsuits by other stockholders of our public portfolio companies or holders of debt instruments of companies in which we or our funds have significant investments, including securities class action lawsuits by stockholders, as well as class action lawsuits that challenge our acquisition transactions and / or attempt to enjoin them. As an additional example, we are sometimes listed as a co- defendant in actions against portfolio companies on the theory that we control such portfolio companies or based upon allegations that we improperly exercised control or influence over portfolio investments. We may suffer losses as a result of a variety of claims, including related to securities, antitrust, contracts, environmental, pension, fraud and various other potential claims, whether or not such claims are valid. We are also exposed to risks of litigation, investigation or negative publicity in the event of any transactions that are alleged not to have been properly considered and approved under applicable law or where transactions presented conflicts of interest that are alleged not to have been properly addressed. See " — Our activities and the business activities of certain of our personnel may give rise to conflicts of interest with our funds, and our failure to deal appropriately with conflicts of interest could damage our reputation and negatively impact our business. " The activities of our broker- dealer may also subject us to the risk of liabilities to our clients and third parties, under securities or other laws in connection with transactions in which we participate. See Note ~~18~~ **17** , " Commitments and Contingencies, " to the Consolidated Financial Statements for a discussion of a particular matter which we believe to be without merit but in which large nominal damages have been claimed against us as a party. Further, the laws and regulations governing the limited liability of issuers and portfolio companies vary from jurisdiction to jurisdiction, and in certain contexts the laws of certain jurisdictions may provide not only for carve- outs from limited liability protection for the issuer or portfolio company that has incurred the liabilities, but also for recourse to assets of other entities under common control with, or that are part of the same economic group as, such issuer. For example, if one of our funds' portfolio companies is subject to bankruptcy or insolvency proceedings in certain jurisdictions and is found to have liabilities under the local consumer protection, labor, environmental, tax or bankruptcy laws, the laws of that jurisdiction may permit authorities or creditors to file a lien on, or to otherwise have recourse to, assets held by other portfolio companies or the sponsor itself in that jurisdiction. The foregoing risks could have a material adverse effect on our results of operations, financial condition and liquidity. In addition, with a workforce composed of many highly paid professionals, we also face the risk of litigation relating to claims for compensation or other damages, which may be significant in amount. Such claims are more likely to occur in situations where individual employees may experience significant volatility in their year- to- year compensation due to fund performance or other issues and in situations where previously highly compensated employees were terminated for performance or efficiency reasons. The cost of settling such claims could negatively impact our results of operations, financial condition and liquidity. Investors in our funds do not have legal remedies against us solely based on their dissatisfaction with the investment performance of such funds. However, investors may have remedies against us, the general partners of our funds, our funds, our employees, or our affiliates to the extent any losses result from fraud, negligence, willful misconduct or other similar malfeasance. While the general partners of our funds, our funds, our employees and our affiliates are typically insured and are generally indemnified to the fullest extent permitted by law with respect to their conduct in connection with the management of the business and affairs of our funds, such indemnity does not extend to actions determined to have involved fraud, gross negligence, willful misconduct, or other similar misconduct. Defending against litigation could be costly. Such litigation costs may not be recoverable from insurance or other indemnification. Additionally, we may not be able to obtain or maintain sufficient insurance on commercially reasonable terms or with adequate coverage levels against potential liabilities we may face in connection with potential claims. Insurance and other safeguards might only partially reimburse us for our losses, if at all, and if a claim is successful and exceeds or is not covered by our insurance policies, we may be required to pay a substantial amount in respect of such claim. If we are required to incur all or a portion of the costs arising out of litigation or regulatory inquiry or action as a result of inadequate insurance proceeds or failure to obtain indemnification from our funds, our results of operations, financial condition and liquidity could be materially adversely affected. Certain losses of a catastrophic nature, such as wars, earthquakes, typhoons, terrorist attacks, pandemics, health crises or other similar events, may be uninsurable or may only be insurable at rates that are so high that maintaining coverage would cause an adverse impact on our business, our funds and their portfolio companies. In general, losses related to terrorism are becoming harder and more expensive to insure against. Some insurers are excluding terrorism coverage from their all- risk policies or offering significantly limited coverage against terrorist acts for additional premiums, which can greatly increase the total cost of casualty insurance for a property. Further, because of limited precedent for claims being made related to pandemics, it is not yet possible to determine if pandemic- related losses and expenses will be covered by our insurance policies. As a result, we, our funds and their portfolio companies may not be insured against terrorism, pandemics or certain other catastrophic losses. If any litigation or regulatory actions were brought against us and resulted in a finding of substantial legal liability, that result could materially adversely affect our business, results of operations or financial condition or cause significant reputational harm to us, which could materially impact our business. Furthermore, the current rise of populist political movements has generated and may continue to generate a growing negative public sentiment toward globalization, free trade, capitalism and financial institutions, which could lead to heightened scrutiny and criticisms of our business and our investments. In addition, recent public discourse ahead of the U. S. ~~midterm~~ **presidential** ~~elections~~ - **election** and social inequality issues raised and debated during those campaigns have demonstrated the elevated level of focus put on us, our industry and companies in which our funds are invested. See " — Risks Related to Our Industry — Extensive regulation of our businesses affects our activities and creates the potential for significant liabilities and penalties. Increased regulatory focus on the alternative asset industry or legislative or regulatory changes could result in additional burdens and expenses on our business. " The risk of reputational harm is elevated by the prevalence of ~~Internet~~ **internet** and social media usage and the increased public focus on behaviors and externalities of business activities, including those affecting stakeholder interests and ESG considerations. We depend to a large extent on our business relationships and our reputation. As a result, allegations of improper conduct by private litigants (including investors in or alongside our funds), regulators or employees, whether the ultimate outcome is favorable or unfavorable to us, as well as negative publicity and press speculation about us, our investment activities, our lines of business, our workplace environment or the private equity industry in general, whether or not valid, may harm our reputation, which may be more damaging to our business than to other types of businesses. Contingent liabilities could harm the performance of our funds. Our funds may acquire an investment that is subject to contingent liabilities. Such contingent liabilities could be unknown to us at the time of acquisition or, if they are known to us, we may not accurately assess or protect against the risks that they present. Acquired contingent liabilities could thus result in unforeseen losses for our funds. Additionally, in connection with the disposition of an investment in a portfolio company, a fund may be required to make representations about the business and financial affairs of such portfolio company typical of those made in connection with the sale of a business. A fund may also be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities by a fund, even after the disposition of an investment. Although our funds typically obtain representations and warranties insurance, the inaccuracy of representations and warranties made by a fund could harm such fund' s performance. In certain circumstances, we are required to return previously distributed performance allocations. The partnership documents governing our funds generally include a clawback provision that, if triggered, requires us to return distributions of performance allocations to the fund for distribution to fund investors. Pursuant to a clawback provision, upon the liquidation of a fund, the general partner must return previously distributed performance allocations to the extent that the aggregate lifetime performance of the fund resulted in these previous distributions having exceeded the amount that the general partner was ultimately entitled to under the terms of the fund' s partnership documents. Historically, we distribute performance allocations received by us to their ultimate recipients (our professionals and investors) within the year that we receive them. Therefore, if a subsequent clawback occurs, we will no longer be holding the performance allocations initially paid to us. In addition, in **certain of** our more recent funds and we expect in future funds, we or one of our subsidiaries have and will guarantee 100 % of any clawback obligations. Many of our funds include a segregated reserve account funded by a percentage of performance allocations otherwise distributable to us (typically 10 % or less). Although certain performance allocations are subject to return to us by their ultimate recipients upon the occurrence of a clawback event, others are not and we may be unable to obtain return of others. For example, we do not anticipate being entitled to recover performance allocations distributed through our performance allocation pool program from their ultimate recipients. There can be no assurances that the amounts in related segregated reserve accounts will be sufficient to satisfy our clawback obligations, or that we will be willing, able or entitled to recover amounts sufficient from the ultimate recipients of the performance allocations to satisfy our clawback obligations in full. We will bear the loss from our clawback obligations (reduced only by the amounts in the relevant segregated reserve account and amounts recovered from the ultimate recipients of the relevant performance allocations, if any). In addition, certain of our funds include interim clawback provisions that may give rise to clawback payment obligations prior to the liquidation of the fund. An interim clawback provision typically requires the general partner of a fund to determine, as of a particular date, such as the end of the sixth full fiscal year following the fund' s closing date, the amount, if any, of its interim clawback obligations with respect to each limited partner. To the extent an interim clawback obligation exists with respect to any limited partner, the general partner would have a period of time to return previously distributed performance allocation. During this period, amounts that would otherwise be distributed as performance allocations to the general partner in respect of such limited partner will instead be distributed to such limited partner to the extent necessary to satisfy such interim clawback obligation, and any increases in the value of the fund' s portfolio will reduce the amount of such interim clawback obligation. To the extent we do not timely satisfy an interim clawback obligation, management fees paid to the fund manager will typically be suspended. As of December 31, ~~2022~~ **2023** , $ 58. 3 million of performance allocations were subject to this clawback obligation, assuming that all applicable funds and investments were liquidated at their current unrealized fair values as of December 31, ~~2022~~ **2023** . Had the investments in these funds been liquidated at zero value, the clawback obligation would have been approximately $ 1, ~~869~~ **910** . ~~4~~ **2** million. Since inception, ~~we~~ **our historical funds** have returned $ ~~15~~ **22** . ~~2~~ **0** million in distributions of performance allocations pursuant to our clawback obligations, which were funded primarily through collection of partner receivables related to clawback obligations. The historical and pro forma financial information and related notes in this report may not permit you to assess our future performance **. This report includes certain historical and pro forma financial information** , including **the historical financial information for the years ended December 31, 2023 and 2021, as well as pro forma financial information reflecting** our ~~costs~~ **recent acquisition of Angelo Gordon, that may not permit you to assess our future performance. We completed our acquisition of Angelo Gordon on November 1, 2023 and, as a result, the results of TPG Angelo Gordon included in our consolidated statements** of operations **are only from November 1, 2023 to December 31, 2023. Accordingly, our consolidated statements of operations for the year ended December 31, 2023 do not reflect what the combined company' s actual results of operations would have been had the Acquisition been completed on January 1, 2023. This report also includes unaudited pro forma condensed combined financial information giving effect to the Acquisition as if it had occurred on January 1, 2023. This pro forma financial information is presented for informational purposes only and is not intended to reflect, and is not necessarily indicative of, what the combined company' s actual financial condition or results of operations would have been had the Acquisition been completed on January 1, 2023. It does not reflect potential revenue synergies or cost savings expected to be realized from the Acquisition. No assurance can be given that cost savings or synergies will be realized at all. The assumptions used in preparing the pro forma financial information are based on currently available information that we believe are reasonable in order to reflect, on a pro forma basis, the effect of the Acquisition, the financing and the change in compensation arrangements for TPG Angelo Gordon subsequent to the closing of the Acquisition. These assumptions may not prove to be accurate and other factors may affect our combined company' s financial condition or results of operations moving forward. Accordingly, the Company' s financial condition and results of operations in the future may not be evident from or consistent with such pro forma financial information** . The historical financial information in this report for the ~~years~~ - **year** ended December 31, 2021 ~~and 2020~~ does not reflect the **post- IPO** changes that we ~~have~~ implemented to our compensation and partner incentive models, the added costs we have incurred and expect to continue to incur as a public company or the resulting changes that ~~have~~ occurred in our capital structure and operations. Historically, 50 % of the fee- related earnings, or " FRE, " we generated was paid to our service partners as an annual discretionary cash bonus. In connection with the implementation of our compensation and incentive model, we reduced the amount we pay as bonuses from management fees. We increased the share of performance allocations available to our partners and professionals. However, we could elect in the future to compensate our employees out of our management fees and otherwise modify our approach in ways that are inconsistent with the adjustments in the pro forma financial information. We no longer receive any performance allocations relating to the Excluded Funds (as defined herein). In addition, RemainCo is entitled to a portion of our performance allocations from Included Funds (as defined herein). As a result, the revenues we generate from performance allocations declined relative to the amounts reflected in our historical financial information for the ~~years~~ - **year** ended December 31, 2021 ~~and 2020~~. Nevertheless, we will have primary contractual liability for certain claims related to our funds, including clawback obligations, even after performance allocations have been distributed. We have entered into a reimbursement agreement with RemainCo, pursuant to which RemainCo has agreed to certain reimbursement and indemnification obligations. However, there can be no assurance that RemainCo will be able to satisfy such obligations ~~. In preparing our pro forma financial information, we have given effect to, among other items, the change to our compensation and incentive model, certain transactions as part of a corporate reorganization (the " Reorganization "), including the deconsolidation of certain of our investment funds that have been consolidated in our historical consolidated financial statements, and a deduction and charge to earnings of estimated taxes based on an estimated tax rate (which may be different from our actual tax rate in the future). The estimates we used in our pro forma financial information may not be similar to our actual experience as a public company. For example, the performance allocations distributed to Common Unit holders are subject to management' s discretion, and actual future amounts could vary from the percentage estimates we use in our pro forma financial information~~. For more information on our historical financial information and pro forma financial information, see " Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations " and the historical consolidated financial statements. If we fail to maintain an effective system of internal control over financial reporting or comply with the rules that apply to public companies, including Section 404 of the Sarbanes- Oxley Act, we could be subject to sanctions or other penalties that would harm our business. Pursuant to Section 404 of the Sarbanes- Oxley Act of 2002 (the " Sarbanes- Oxley Act "), we are required to conduct annual assessments on, among other things, the effectiveness of our internal control over financial reporting. These assessments require disclosure of any material weaknesses identified in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company' s annual and interim financial statements will not be detected or prevented on a timely basis. Despite our efforts, there is a risk that we will not be able to always conclude, within the prescribed timeframe or at all, that our internal control over financial reporting is effective as required by Section 404 of the Sarbanes- Oxley Act. If we identify one or more material weaknesses, it could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. During the course of our review and testing, we may also in the future, identify deficiencies and be unable to remediate them before we must provide the required reports. Furthermore, if we have a material weakness in our internal control over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. We or our independent registered public accounting firm may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting, which could harm our operating results, cause investors to lose confidence in our reported financial information and cause the trading price of our stock to decline. In addition, as a public company we are required to file accurate and timely quarterly and annual reports with the SEC under the Exchange Act. Any failure to report our financial results on an accurate and timely basis could result in sanctions, lawsuits, delisting of our common stock from Nasdaq or other adverse consequences that would materially harm our business and reputation. As a result of disclosure of information as a public company, our business and financial condition are visible, which may result in threatened or actual litigation, including by stockholders and competitors and other third parties. If the claims are successful, our business, financial condition and results of operations could be materially and adversely affected. Even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business operations and financial results. We are a " controlled company " within the meaning of Nasdaq listing standards and, as a result, until the Sunset, will qualify for, and intend to rely on, exemptions from certain corporate governance requirements. Our stockholders do not have the same protections afforded to stockholders of companies that are subject to such requirements and you will have limited voting power compared to holders of our Class B common stock. Holders of our Class B common stock control a majority of the voting power of our outstanding common stock by virtue of their ownership of Class B common stock. Prior to the Sunset and for so long as TPG Group Holdings holds shares of Class B common stock representing at least 8. 9 % of all of the outstanding shares of our common stock, the Class B stockholders hold a majority of our outstanding voting power by virtue of their ownership of Class B common stock, and GP LLC, as the owner of the general partner of TPG Group Holdings, controls the outcome of matters submitted to a stockholder vote prior to the Sunset, including the appointment of all company directors. As a result of the voting power held by TPG Group Holdings, we qualify as a " controlled company " within the meaning of Nasdaq' s corporate governance standards. Under these rules, a listed company of which more than 50 % of the voting power is held by an individual, group or another company is a " controlled company " and may elect not to comply with certain corporate governance requirements, including the requirement that (i) a majority of our board of directors consist of independent directors, (ii) director nominees be selected or recommended to the board by independent directors or an independent nominating committee and (iii) we have a compensation committee that is composed entirely of independent directors. We rely on some or all of these exemptions and expect to continue to do so. As a result, we will not have a majority of independent directors, our directors will not be nominated or selected by independent directors and most compensation decisions will not be made by an independent compensation committee. Accordingly, our stockholders do not have the same protections afforded to stockholders of companies that are subject to all of Nasdaq' s corporate governance requirements. After the Sunset becomes effective, the Class B common stock will have one vote per share instead of ten votes per share, meaning that GP LLC, as the general partner of TPG Group Holdings, will no longer control the appointment of directors or be able to direct the vote on all matters that are submitted to our stockholders for a vote. The control over the voting of Class B common stock will instead be passed through to the individual partners of the TPG Partner Vehicles, including TPG Partner Holdings. We are a holding company and our only material asset is our interest in the TPG Operating Group, and we are accordingly dependent upon distributions from the TPG Operating Group to pay taxes, make payments under the Tax Receivable Agreement and pay dividends. We are a holding company and have no material assets other than our indirect ownership of Common Units representing **approximately 23** ~~25. 6~~ % of the Common Units as of February ~~21~~ **22** , ~~2023~~ **2024** and 100 % of the interests in certain intermediate holding companies. As such, we have no independent means of generating revenue or cash flow, and our ability to pay our taxes and operating expenses, including to satisfy our obligations under the Tax Receivable Agreement, or declare and pay dividends in the future, depend upon the results of operations and cash flows of the TPG Operating Group and its consolidated subsidiaries and distributions we receive from the TPG Operating Group. Deterioration in the financial condition, earnings or cash flow of the TPG Operating Group and its subsidiaries for any reason could limit or impair its ability to pay such distributions. Additionally, to the extent that we need funds, and the TPG Operating Group is restricted from making such distributions under applicable law or regulation or under the terms of our financing arrangements, or is otherwise unable to provide such funds, such restriction could materially adversely affect our liquidity and financial condition. We anticipate that ~~each~~ **the** TPG Operating Group partnership will be treated as a partnership for U. S. federal income tax purposes and, as such, generally will not be subject to any entity- level U. S. federal income tax (except potentially in the case of an IRS audit). Instead, taxable income will be allocated to holders of Common Units, including us. Accordingly, we will be required to pay income taxes on our allocable share of any net taxable income of the TPG Operating Group ~~partnerships~~ **partnership** . However, under certain rules, ~~each~~ **the** TPG Operating Group partnership (or other subsidiary partnership) may be liable in the event of an adjustment by the IRS to the tax return of ~~such~~ **the** TPG Operating Group partnership (or subsidiary partnership), absent an election to the contrary (including an election to " push out " the partners in the year being audited). The TPG Operating Group may be subject to material liabilities under these rules and related guidance if, for example, its calculations of taxable income are incorrect (including for years prior to the admission of us to the TPG Operating Group ~~partnerships~~ **partnership**). Further any " push out " election will require consent of (i) a majority of the holders of Common Units and (ii) TPG Group Holdings for the tax periods ending on or prior to December 31, 2021. Under the terms of the limited partnership ~~agreements~~ **agreement** of the TPG Operating Group (the " Limited Partnership ~~Agreements~~ **Agreement** "), the TPG Operating Group ~~partnerships~~ **partnership** ~~are~~ **is** generally obligated to make tax distributions to holders of Common Units (including us) at certain assumed tax rates for taxable periods (or portions thereof). These tax distributions may in certain periods exceed our tax liabilities and obligations to make payments under the Tax Receivable Agreement. Our **board of directors and, until the Sunset, our** Executive Committee, in ~~its~~ **their** sole discretion, will make any determination from time to time with respect to the use of any such excess cash so accumulated, which may include, among other uses, paying dividends, which may include special dividends, on its Class A common stock and nonvoting Class A common stock. We have no obligation to distribute such cash (or other available cash other than any declared dividend) to our stockholders. To the extent that we do not distribute such excess cash as dividends on our Class A common stock and nonvoting Class A common stock or otherwise undertake ameliorative actions between Common Units and shares of Class A common stock and nonvoting Class A common stock and instead, for example, hold such cash balances, the direct owners of Common Units may benefit from any value attributable to such cash balances as a result of their ownership of Class A common stock and nonvoting Class A common stock following a redemption or exchange of their Common Units, notwithstanding that such pre- IPO owners of the TPG Operating Group may previously have participated as holders of Common Units in distributions by the TPG Operating Group that resulted in our excess cash balances. Our current intention is to pay holders of our Class A common stock and nonvoting Class A common stock a quarterly dividend representing at least 85 % of TPG Inc.' s share of distributable earnings (" DE ") attributable to the TPG Operating Group, subject to adjustment as determined by the **our board of directors and, until the Sunset, our** Executive Committee **,** ~~of our board of directors~~ to be necessary or appropriate to provide for the conduct of our business, to make appropriate investments in our business and funds, to comply with applicable law, any of our debt instruments or other agreements, or to provide for future cash requirements such as tax- related payments and clawback obligations. Although we expect to pay at least 85 % of our DE as a dividend, the percentage of our DE paid out as a dividend could fall below that target minimum. All of the foregoing is subject to the further qualification that the declaration and payment of any dividends are at the sole discretion of **our board of directors and, until** the **Sunset, our** Executive Committee ~~prior to the Sunset~~ and the **board of directors and** Executive Committee may change our dividend policy at any time, including, without limitation, to reduce such dividends or even to eliminate such dividends entirely. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of **our board of directors and, until** the **Sunset, our** Executive Committee after taking into account various factors, including our business, operating results and financial condition, current and anticipated cash needs, plans for expansion and any legal or contractual limitations on our ability to pay dividends. Certain of our existing credit facilities include, and any financing arrangement that we enter into in the future may include restrictive covenants that limit our ability to pay dividends. In addition, the TPG Operating Group is generally prohibited under Delaware law from making a distribution to a limited partner to the extent that, at the time of the distribution, after giving effect to the distribution, liabilities of the TPG Operating Group (with certain exceptions) exceed the fair value of its assets. Subsidiaries of the TPG Operating Group are generally subject to similar legal limitations on their ability to make distributions to the TPG Operating Group. See " — We may continue to pay dividends to our stockholders, but our ability to do so is subject to the discretion of our board of directors and may be limited by our holding company structure and applicable provisions of Delaware law. " If we are deemed an " investment company " subject to regulation under the Investment Company Act as a result of our ownership of the TPG Operating Group, applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business. An issuer will generally be deemed to be an " investment company " for purposes of the Investment Company Act if: • it is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities; or • absent an applicable exemption, it owns or proposes to acquire investment securities having a value exceeding 40 % of the value of its total assets (exclusive of U. S. government securities and cash items) on an unconsolidated basis. We regard ourselves as an alternative asset management firm. We believe that we are engaged primarily in the business of providing asset management services and not in the business of investing, reinvesting or trading in securities. We also believe that the primary source of income from each of our businesses is properly characterized as income earned in exchange for the provision of services. We hold ourselves out as an alternative asset management firm and do not propose to engage primarily in the business of investing, reinvesting or trading in securities. The Investment Company Act and the rules thereunder contain detailed parameters for the organization and operations of investment companies. Among other things, the Investment Company Act and the rules thereunder limit or prohibit transactions with affiliates, impose limitations on the issuance of debt and equity securities, prohibit the issuance of stock options and impose certain governance requirements. We intend to conduct our operations so that TPG Inc. will not be deemed to be an investment company under the Investment Company Act. The need to comply with the 40 % test in section 3 (a) (1) (C) may cause us to (i) restrict our business and that of our subsidiaries with respect to the assets in which we can invest and / or the types of securities we may issue, (ii) sell investment securities, including on unfavorable terms, (iii) acquire assets or businesses that could change the nature of our business or (iv) potentially take other actions that may be viewed as adverse by the holders of our Class A common stock or nonvoting Class A common stock in order to ensure conformity with exceptions provided by, and rules and regulations promulgated under, the Investment Company Act. However, if anything were to happen that would cause TPG Inc. to be deemed to be an investment company under the Investment Company Act, requirements imposed by the Investment Company Act, including limitations on our capital structure, ability to transact business with affiliates and ability to compensate key employees, could make it impractical for us to continue our business as currently conducted, impair the agreements and arrangements between and among the TPG Operating Group, us or our senior leadership team, or any combination thereof, and have a material adverse effect on our results of operations, financial condition and cash flow. See " Item 1. Business — Regulation and Compliance — United States — Regulation Under the Investment Company Act. " Under the Advisers Act, each of the investment advisory agreements for the funds and other accounts we manage now or in the future must provide that it may not be assigned without the consent of the particular fund or other client. An assignment may occur under the Advisers Act if, among other things, our subsidiaries that are registered as investment advisers undergo a change of control. After the Sunset becomes effective, the Class B common stock will have one vote per share instead of ten votes per share, meaning that GP LLC, as the general partner of TPG Partner Holdings, will no longer control the appointment of directors or be able to direct the vote on all matters that are submitted to our stockholders for a vote. After the Sunset becomes effective, the control over the votes of TPG Partner Holdings will be passed through to the individual partners of TPG Partner Holdings. In addition, in the second phase of our governance evolution, we will expand from the original three members, Messrs. Bonderman, Coulter and Winkelried (the " Control Group "), to five members. While we do not believe that the Sunset or the expansion of the Control Group will result in an assignment under the Advisers Act, there can be no assurance that the SEC or a court would agree. Furthermore, if a third party acquired a sufficient number of shares to be able, alone or with others, to control the appointment of directors and other matters submitted to our stockholders for a vote, it could be deemed a change of control of our subsidiaries that are registered as investment advisers, and thus an assignment. If such an assignment occurs, we cannot be certain that our subsidiaries that are registered as investment advisers will be able to obtain the necessary consents from our funds and other clients, which could cause us to lose the management fees and performance allocations we earn from such funds and other clients. The disparity in the voting rights among the classes of our common stock and inability of the holders of our Class A common stock to influence decisions submitted to a vote of our stockholders may have an adverse effect on the price of our Class A common stock. Holders of our Class A common stock and Class B common stock will generally vote together as a single class on almost all matters submitted to a vote of our stockholders. Shares of our Class A common stock and Class B common stock entitle the respective holders to identical non- economic rights, except that each share of our Class A common stock entitles its holder to one vote on all matters to be voted on by stockholders generally, while each share of our Class B common stock entitles its holder to ten votes until the Sunset becomes effective; provided that, prior to the Sunset, shares of " Free Float " (as defined under the rules of FTSE Russell relating to the Russell indices) Class A common stock are entitled to at least 5. 1 % of the aggregate voting power (the " Free Float Threshold ") and the voting power of the Class B common stock will be reduced proportionately until the Free Float Threshold is met. After the Sunset becomes effective, each share of our Class B common stock will entitle its holder to one vote and GP LLC will no longer vote all shares attributable to TPG Partner Holdings. Prior to the Sunset, GP LLC will exercise control over all matters requiring the approval of our stockholders, including the election of our directors and members of our Executive Committee and the approval of significant corporate transactions. After the Sunset becomes effective, the control over the votes of TPG Partner Holdings will be passed through to the individual partners of TPG Partner Holdings. The difference in voting rights could adversely affect the value of our Class A common stock to the extent that investors view, or any potential future purchaser of our company views, the superior voting rights and implicit control of the Class B common stock to have value. Subject to funds being legally available, we intend to continue to cause the TPG Operating Group ~~partnerships~~ - **partnership** to make pro rata cash distributions to holders of Common Units, including us, that will enable us, when combined with the tax distributions we receive, to pay our taxes, make all payments required under the Tax Receivable Agreement and pay other expenses. Our current intention is to pay holders of our Class A common stock and nonvoting Class A common stock a quarterly dividend representing at least 85 % of TPG Inc.' s share of DE attributable to the TPG Operating Group, subject to adjustment as determined by the Executive Committee of our board of directors to be necessary or appropriate to provide for the conduct of our business, to make appropriate investments in our business and funds, to comply with applicable law, any of our debt instruments or other agreements, or to provide for future cash requirements such as tax- related payments and clawback obligations. Although we expect to pay at least 85 % of our DE as a dividend, the percentage of our DE paid out as a dividend could fall below that target minimum. The declaration and payment by us of any future dividends to holders of our Class A common stock is at the sole discretion of our Executive Committee until the Sunset, and then by the board of directors after the Sunset. However, the ability of the TPG Operating Group to make such distributions to us is subject to its operating results, cash requirements and financial condition. Our ability to declare and pay dividends to our stockholders is likewise subject to Delaware law (which may limit the amount of funds available for dividends). If, as a consequence of these various limitations and restrictions, we are unable to generate sufficient distributions from our business, we may not be able to make, or may be required to reduce or eliminate, any payment of dividends on our Class A common stock and nonvoting Class A common stock. Our share price may decline due to the large number of shares eligible for future sale and for exchange. The market price of our Class A common stock could decline as a result of sales of a large number of shares of Class A common stock in the market or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. As of December 31, ~~2022~~ **2023** , we have outstanding ~~70~~ **72** , ~~981~~ **337** , ~~157~~ **600** shares of Class A common stock and 8, 258, 901 shares of nonvoting Class A common stock and ~~229~~ **281** , ~~652~~ **657** , ~~641~~ **626** shares of Class A common stock that are authorized but unissued that are issuable upon exchange of ~~229~~ **281** , ~~652~~ **657** , ~~641~~ **626** Common Units. This number includes the shares of our Class A common stock sold in the IPO, which may be resold in the public market. Shares of Class A common stock issued in the Reorganization to Pre- IPO Investors are " restricted securities " and their resale is subject to future registration or reliance on an exemption from registration. Pursuant to the **A & R** Investor Rights Agreement (as defined herein), our partners, the TPG Partner Vehicles and Pre- IPO Investors are restricted from transferring or exchanging their Class A common stock, Class B common stock or Common Units, as applicable, prior to the second anniversary of the IPO. Between the second and third anniversary of the IPO, the TPG Partner Vehicles and the TPG partners may transfer or exchange up to 33. 33 % of their Class A common stock, or any shares of Class B common stock or any Common Units owned as of the closing of the IPO, as applicable; between the third and fourth anniversary of the IPO, the TPG Partner Vehicles and the TPG partners may transfer or exchange up to 66. 66 % of their original holdings of Class A common stock, or any shares of Class B common stock or any Common Units owned as of the closing of the IPO, as applicable; and after the fourth anniversary of the IPO, the TPG Partner Vehicles and the TPG partners may transfer or exchange up to 100 % of their original holdings Class A common stock, or any shares of Class B common stock or any Common Units, as applicable (in each case, with respect to Common Units, subject to the terms of the **A & R** Exchange Agreement (as defined herein)). Upon an exchange of Common Units for Class A common stock, pursuant to the **A & R** Exchange Agreement, an equal number of Class B common stock will be cancelled for no additional consideration. The foregoing restrictions are subject to customary exceptions, including with respect to certain existing pledges and assignments of distributions from the TPG Operating Group and for transfers to related parties and charitable organizations. Up to $ 100 million (based on the IPO price per share of Class A common stock) of Class A common stock or equity instruments exchangeable for Class A common stock can be transferred to charitable organizations after expiration of the restricted period (as defined herein) and prior to the two year anniversary of the IPO free of any subsequent transfer restrictions. In addition, we may waive the foregoing restrictions under certain circumstances as contemplated in the **A & R** Investor Rights Agreement **. Pursuant to the A & R Investor Rights Agreement, the API Feeder Partnerships and API partners are restricted from transferring or exchanging any Class A common stock, Class B common stock or Common Units prior to the first anniversary of the closing of the Transaction (the " Closing "). Between the first and second anniversary of the Closing, the API Feeder Partnerships and API partners may**

transfer or exchange up to 33. 33 % of their Class A common stock, Class B common stock or any Common Units directly or indirectly owned as of the Closing, as applicable; between the second and third anniversary of the closing, the API Feeder Partnerships and API partners may transfer or exchange up to 66. 66 % of their Class A common stock, Class B common stock or any Common Units directly or indirectly owned as of the Closing, as applicable; and after the third anniversary of the Closing, the API Feeder Partnerships and API partners may transfer or exchange up to 100 % of their Class A common stock, Class B common stock or any Common Units, as applicable (in each case, with respect to Common Units, subject to the terms of the A & R Exchange Agreement). Any additional Common Units received by the API Feeder Partnerships and API partners shall be deemed to have been received as of the date of the Closing . Furthermore, between the one- year and eighteen- month anniversary of the IPO, the Pre- IPO Investors may sell up to 50 % of their Class A common stock, Class B common stock or Common Units; between the eighteen- month and second- year anniversary of the IPO, the Pre- IPO Investors may sell up to 75 % of their Class A common stock, Class B common stock or Common Units; and after the second- year anniversary, the Pre- IPO Investors may sell 100 % of their Class A common stock, Class B common stock or Common Units, in each case, subject to the terms of the **A & R** Exchange Agreement. Pursuant to the **A & R** Investor Rights Agreement, we have agreed to register the resale of our common stock under certain circumstances. The holders of outstanding Common Units have the right to have their Common Units exchanged for cash or (at our option) shares of Class A common stock and any disclosure of such exchange or the subsequent sale (or any disclosure of an intent to enter into such an exchange or subsequent sale) of such shares of Class A common stock may cause volatility in our stock price. As of December 31, ~~2022~~ **2023** , we had an aggregate of ~~229~~ **281** , ~~652~~ **657** , ~~641~~ **626** shares of Class A common stock that are issuable upon exchange of Common Units that are held by the Common Unit holders of the TPG Operating Group. The holders of Common Units are entitled to have their Common Units exchanged for cash from a substantially concurrent public offering or private sale (based on the closing price per share of the Class A common stock on the day before the pricing of such public offering or private sale (taking into account customary brokerage commissions or underwriting discounts actually incurred)) or (at our option) shares of our Class A common stock. We cannot predict the timing, size, or disclosure of any future issuances of our Class A common stock resulting from the exchange of Common Units or the effect, if any, that future issuances, disclosure, if any, or sales of shares of our Class A common stock may have on the market price of our Class A common stock. Sales or distributions of substantial amounts of our Class A common stock, or the perception that such sales or distributions could occur, may cause the market price of our Class A common stock to decline. The market price of our Class A common stock may be volatile, which could cause the value of our stockholders' investments to decline. Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of our Class A common stock in spite of our operating performance. Our Class A common stock has been volatile and may continue to be volatile in the future. In addition, our operating results could be below the expectations of public market analysts and investors, and in response, the market price of our Class A common stock could decrease significantly. Anti- takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current management and may negatively affect the market price of our Class A common stock. Provisions in our ~~amended and~~ restated certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our ~~amended and~~ restated certificate of incorporation and **amended and restated** bylaws include provisions that: • provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum following the Sunset, before which time vacancies may be filled only by the Control Group; • require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent, except that action by written consent is allowed for as long as we are a controlled company; • specify that special meetings of our stockholders can be called only by our board of directors or the executive chairman (or if there is no executive chairman, our chairman) of our board of directors; • establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors; • authorize our board of directors to issue, without further action by the stockholders, up to 25, 000, 000 shares of undesignated preferred stock in one or more classes or series; and • reflect three classes of common stock, with Class B common stock having 10 votes per share and voting Class A common stock generally having one vote per share and nonvoting Class A common stock without voting rights until the shares are transferred, until the Sunset becomes effective, as discussed above. These and other provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. Also, the Tax Receivable Agreement provides that, in the event of a change of control, we will be required to make a payment equal to the present value of estimated future payments under the Tax Receivable Agreement, which would result in a significant payment becoming due in the event of a change of control. In addition, Section 203 of the Delaware General Corporation Law (the " DGCL ") generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any " interested " stockholder, in particular those owning 15 % or more of our outstanding voting stock, for a period of three years following the date on which the stockholder became an " interested " stockholder. While we have elected in our ~~amended and~~ restated certificate of incorporation not to be subject to Section 203 of the DGCL, our ~~amended and~~ restated certificate of incorporation contains provisions that have the same effect as Section 203 of the DGCL, except that they provide that the TPG Operating Group, its affiliates, groups that include the TPG Operating Group and certain of their direct and indirect transferees are not deemed to be " interested stockholders, " regardless of the percentage of our voting stock owned by them, and accordingly are not subject to such restrictions. As a result, in the event of a business combination with any such persons, we will not be required to obtain the same stockholder approvals for certain transactions as other public companies subject to DGCL Section 203 and our stockholders will therefore not have the same protections with respect to certain transactions as stockholders of other public companies. If securities analysts do not publish research or reports about our business or if they publish negative evaluations of our Class A common stock, the price of our Class A common stock could decline. The trading market for our Class A common stock relies in part on the research and reports that industry or financial analysts publish about us or our business. If one or more of the analysts covering our business downgrade their evaluations of our stock, the price of our Class A common stock could decline. If one or more of these analysts cease to cover our Class A common stock, we could lose visibility in the market for our stock, which in turn could cause our Class A common stock price to decline. We are required to pay ~~our pre- IPO owners~~ **certain holders of Common Units** (or their assignees under the Tax Receivable Agreement) for most of the tax benefits that we may claim as a result of the Covered Tax Items (as defined below). We, the TPG Operating Group ~~partnerships~~ - **partnership** and one of our wholly- owned subsidiaries have entered into the Tax Receivable Agreement with certain holders of Common Units **(" TRA holders ")** that provides for the payment by us (or our subsidiary) to such holders (or their assignees under the Tax Receivable Agreement) of 85 % of the benefits, if any, that we realize, or we are deemed to realize (calculated using certain assumptions), as a result of (i) adjustments to the tax basis of the assets of the TPG Operating Group as a result of certain exchanges of Common Units and (ii) certain other tax benefits, including tax benefits attributable to payments under the Tax Receivable Agreement (the " Covered Tax Items "). The Covered Tax Items may increase and, therefore, may reduce the amount of tax that we would otherwise be required to pay in the future, although the IRS may challenge all or part of the validity of the Covered Tax Items, and a court could sustain such a challenge. Actual tax benefits realized by us may differ from tax benefits calculated under the Tax Receivable Agreement as a result of the use of certain assumptions in the Tax Receivable Agreement, including the use of an assumed weighted- average state and local income tax rate to calculate tax benefits. The payment obligation under the Tax Receivable Agreement is our (or our wholly- owned ~~subsidiaries~~ **subsidiary** ' **s**) obligation and not an obligation of the TPG Operating Group. While the amount of the Covered Tax Items, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, we expect the payments that we may make under the Tax Receivable Agreement will be substantial. The actual amounts payable will depend upon, among other things, the timing of purchases or exchanges, tax rates, the price of shares of our Class A common stock at the time of such purchases or exchanges, the extent to which such purchases or exchanges are taxable and the amount and timing of our taxable income. The payments under the Tax Receivable Agreement are not conditioned upon continued ownership of us by the **TRA holders** ~~pre- IPO owners~~ . See " — In certain cases, payments under the Tax Receivable Agreement may be accelerated and / or significantly exceed the actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement. " Our payment obligations under the Tax Receivable Agreement will be accelerated in the event of certain changes of control, in certain events of bankruptcy or liquidation or if we elect to terminate the Tax Receivable Agreement early. The accelerated payments required in such circumstances will be calculated by reference to the present value (at a discount rate equal to the lesser of (i) 6. 5 % per annum and (ii) one ~~year LIBOR~~ **- month SOFR** (as defined herein) (or its successor rate) plus 100 basis points) of all future payments that holders of Common Units or other recipients would have been entitled to receive under the Tax Receivable Agreement, and such accelerated payments and any other future payments under the Tax Receivable Agreement will utilize certain valuation assumptions, including that we will have sufficient taxable income to fully utilize the Covered Tax Items and that we are not subject to any alternative minimum tax. In addition, recipients of payments under the Tax Receivable Agreement will not reimburse us for any payments previously made under the Tax Receivable Agreement if the tax attributes or our utilization of tax attributes underlying the relevant Tax Receivable Agreement payment are successfully challenged by the IRS (although any such detriment would be taken into account as an offset against future payments due to the relevant recipient under the Tax Receivable Agreement). Our ability to achieve benefits from the Covered Tax Items, will depend upon a number of factors, including the timing and amount of our future income. As a result, even in the absence of a change of control or an election to terminate the Tax Receivable Agreement early, payments under the Tax Receivable Agreement could be in excess of 85 % of our actual cash tax benefits. Accordingly, it is possible that the actual cash tax benefits realized by us may be significantly less than the corresponding Tax Receivable Agreement payments. It is also possible that payments under the Tax Receivable Agreement may be made years in advance of the actual realization, if any, of the anticipated future tax benefits, including in circumstances in which we are subject to an alternative minimum tax and as a result are not able to realize the tax benefits associated with Covered Tax Items. There may be a material negative effect on our liquidity if the payments under the Tax Receivable Agreement exceed the actual cash tax benefits that we realize in respect of the tax attributes subject to the Tax Receivable Agreement and / or if distributions to us by the TPG Operating Group are not sufficient to permit us to make payments under the Tax Receivable Agreement after we have paid taxes and other expenses. The actual amounts we will be required to pay may materially differ from these hypothetical amounts, depending on the actual timing of the termination of the Tax Receivable Agreement, the fair market value of our Class A common stock at the time of such termination, the prevailing one- ~~year LIBOR~~ **month SOFR** at the time of such termination and a number of other factors. We may need to incur additional indebtedness to finance payments under the Tax Receivable Agreement to the extent our cash resources are insufficient to meet our obligations under the Tax Receivable Agreement as a result of timing discrepancies or otherwise, and these obligations could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. The acceleration of payments under the Tax Receivable Agreement in the case of certain changes of control may impair our ability to consummate change of control transactions or negatively impact the value received by owners of our Class A common stock. In the case of certain changes of control, payments under the Tax Receivable Agreement will be accelerated and may significantly exceed the actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement. We expect that the payments that we may make under the Tax Receivable Agreement in the event of a change of control will be substantial. As a result, our accelerated payment obligations and / or the assumptions adopted under the Tax Receivable Agreement in the case of a change of control may impair our ability to consummate change of control transactions or negatively impact the value received by owners of our Class A common stock in a change of control transaction.

Our ~~amended and~~ restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders and designates the U. S. federal district courts as the sole and exclusive forum for claims arising under the Securities Act (as defined herein), which, in each case, could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees, agents or other stockholders. Our ~~amended and~~ restated certificate of incorporation provides that, unless we consent in writing to an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for any (i) derivative action or proceeding brought on behalf of the Company; (ii) action asserting a claim of breach of a fiduciary duty owed by or other wrongdoing by any current or former director, officer, employee, agent or stockholder of the Company to the Company or the Company' s stockholders; (iii) action asserting a claim arising under any provision of the DGCL or our ~~amended and~~ restated certificate of incorporation or our bylaws (as either may be amended from time to time), or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; or (iv) action asserting a claim governed by the internal affairs doctrine. For the avoidance of doubt, our ~~amended and~~ restated certificate of incorporation also provides that the foregoing exclusive forum provision does not apply to actions brought to enforce any liability or duty created by the Securities Act of 1933, as amended (the " Securities Act ") or the Exchange Act, or any other claim or cause of action for which the federal courts have exclusive jurisdiction. Our ~~amended and~~ restated certificate of incorporation also provides that, unless we consent in writing to an alternative forum, the federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any action asserting a claim arising under the Securities Act or the rules and regulations promulgated thereunder, and that its provisions will not preclude or contract the scope of exclusive federal jurisdiction for suits brought under the Exchange Act or the rules and regulations promulgated thereunder. However, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits asserting a claim arising under the Securities Act or the rules and regulations promulgated thereunder; accordingly, we cannot be certain that a court would enforce such provision. Pursuant to the Exchange Act, claims arising thereunder must be brought in federal district courts of the United States of America. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in any shares of our capital stock shall be deemed to have notice of and consented to the forum provision in our ~~amended and~~ restated certificate of incorporation. This choice of forum provision may limit a stockholder' s ability to bring a claim in a different judicial forum, including one that it may find favorable or convenient for a specified class of disputes with us or our directors, officers, other stockholders, agents or employees, which may discourage such lawsuits, make them more difficult or expensive to pursue, and result in outcomes that are less favorable to such stockholders than outcomes that may have been attainable in other jurisdictions. By agreeing to this provision, however, our stockholders will not be deemed to have waived (and cannot waive) compliance with the federal securities laws and the rules and regulations promulgated thereunder. The enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. If a court were to find the choice of forum provisions in our ~~amended and~~ restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could have a material adverse effect on our business, financial condition and results of operations. Risks Related to Our Indebtedness Our use of borrowings to finance our business exposes us to risks. We use indebtedness as a means to finance our business operations, which exposes us to the typical risks associated with using leverage, including those discussed under " — Dependence on significant leverage by certain of our funds and their investments could adversely affect the ability of our funds to achieve attractive rates of return on those investments. " We have outstanding **securitization** notes due June 20, 2038 **, a term credit facility** as well as revolving credit facilities with various maturity dates. See Note 12, " Debt **Obligations** , " to the Consolidated Financial Statements for further information regarding our outstanding indebtedness. We are dependent on financial institutions extending credit to us on reasonable terms to finance our business, and on our ability to access the debt and equity capital markets, which can be volatile. **In particular, global markets struggled in 2023 in the face of rapidly rising inflation, a fluctuating interest rate environment and geopolitical concerns such as the war in Ukraine and conflict in the Middle East.** There is no guarantee that such **financial** institutions will continue to extend credit to us or will renew the existing credit agreements we have with them, or that we will be able to refinance our outstanding notes or other obligations when they mature. In addition, the incurrence of additional debt in the future could result in downgrades of our existing corporate credit ratings, which could limit the availability of future financing or increase our cost of borrowing. As borrowings under our credit facilities or any other indebtedness mature, we may be required to refinance them by either entering into new facilities or issuing additional debt, which could result in higher borrowing costs, or issuing additional equity, which would dilute existing stockholders. We could also repay them by using cash on hand, cash provided by our continuing operations or cash from the sale of our assets, which could reduce the amount of cash available to facilitate the growth and expansion of our businesses and pay dividends to our stockholders and operating expenses and other obligations as they arise. We may be unable to enter into new facilities or issue debt or equity securities in the future on attractive terms, or at all. Furthermore, the existing credit agreements and instruments governing our debt contain covenants with which we need to comply. Non- compliance with any of the covenants without cure or waiver would constitute an event of default, and an event of default resulting from a breach of certain covenants could result, at the option of the lenders, in an acceleration of the principal and interest outstanding, and a termination of the credit agreements or instruments governing our debt. We have significant liquidity requirements, and adverse market and economic conditions may negatively impact our sources of liquidity, which could have a material adverse effect on our results of operations, financial condition and cash flow. We expect that our primary liquidity needs include cash required to: • continue growing our businesses, including seeding new strategies, pursuing strategic investments or acquisitions, funding our capital commitments made to existing and future funds and co- investments, funding any net capital requirements of our broker- dealer and otherwise supporting investment vehicles that we sponsor; • support our working capital needs; • service debt obligations, including the payment of obligations at maturity, on interest payment dates or upon redemption, as well as any contingent liabilities that may give rise to future cash payments; • fund cash operating expenses, including compensation and contingencies, including for clawback obligations or litigation matters; • pay amounts that may become due under the Tax Receivable Agreement; • pay cash dividends in accordance with our dividend policy for our Class A common stock; • warehouse investments in portfolio companies or other investments for the benefit of one or more of our funds or other investment pending contribution of committed capital by the investors in such vehicles and advance capital to them for other operational needs; • address capital needs of regulated and other subsidiaries, including our broker- dealer; and • exchange Common Units pursuant to the **A & R** Exchange Agreement or repurchase or redeem other securities issued by us. These liquidity requirements are significant and, in some cases, involve capital that will remain invested for extended periods of time. As of December 31, ~~2022~~ **2023** , we had approximately $ ~~365~~ **521** . ~~8~~ **3** million of remaining unfunded capital commitments to our funds. Our commitments to our funds will require significant cash outlays over time, and there can be no assurance that we will be able to generate sufficient cash flows from realizations of investments to fund them. We have used our balance sheet to provide credit support to the Co- Invest Leverage Facility used by certain personnel in connection with their commitments to our funds and the GP Services Credit Facility to facilitate and manage the investments by partners, employees and other participants in certain of our funds. In addition, we have used our balance sheet to provide credit support to backstop certain clawback obligations to our funds. We have also used our balance sheet to provide credit support for guarantees related to certain operating leases for our offices. In addition, as of December 31, ~~2022~~ **2023** , we had $ ~~444~~ **945** . ~~6~~ **1** million of indebtedness outstanding under our credit facilities and secured borrowings and $ **665** ~~1, 107~~ . ~~5~~ **2** million of cash and cash equivalents. Depending on market conditions, we may be unable to refinance or renew all or part of our secured borrowings or our credit ~~facility~~ **facilities** , or find alternate sources of financing (including issuing equity), on commercially reasonable terms or at all. Furthermore, the incurrence of additional debt by us or our subsidiaries in the future could result in downgrades of our existing corporate credit ratings, which could limit the availability of future financing and increase our costs of borrowing. In addition, our broker- dealer from time to time makes significant drawdowns under a revolving credit facility to satisfy net capital requirements arising from its underwriting commitments. These drawdowns could also put pressure on our liquidity or limit our ability to allocate our capital efficiently across our businesses. To the extent we do not have access to our broker- dealer' s revolving credit facility or other liquidity, regulatory net capital requirements could limit our broker- dealer' s ability to participate in underwriting or other transactions. Finally, if cumulative distributions to our funds' investors are not in accordance with the distributions described in the applicable fund governing documents, the general partner is required to make payments to the investors in an amount necessary to correct the deficiency. We typically guarantee such clawback obligations on behalf of each fund' s general partner. Adverse economic conditions may increase the likelihood of triggering these general partner obligations. If one or more such general partner obligations were triggered, we may not have available cash to repay the performance allocations and satisfy such obligations. If we were unable to repay such performance allocations, we would be in breach of the relevant governing agreements with our fund investors and could be subject to liability. Any of the foregoing could lead to a substantial decrease in our revenues and to material adverse impacts on our reputation. In the event that our liquidity requirements were to exceed available liquid assets for the reasons we specify above or for any other reasons, we could be forced to sell assets or seek to raise debt or equity capital on unfavorable terms. For further discussion of our liquidity needs, see " Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources. " Many of our funds' investments rely on the use of leverage, and our ability to achieve attractive rates of return on investments will depend on our ability to access sufficient sources of indebtedness at attractive rates. The absence of available sources of sufficient debt financing at attractive rates for extended periods of time could therefore materially and adversely affect our funds **and investments. In addition, in March 2013, the U. S. Federal Reserve Board and other U. S. federal banking agencies issued updated leveraged lending guidance covering transactions characterized by a degree of financial leverage. Such guidance may limit the amount or cost of financing we are able to obtain for our transactions, and as a result, the returns on our investments may suffer. However, the status of the 2013 leveraged lending guidance remains uncertain following a determination by the Government Accountability Office in October 2017 that resulted in such guidance being required to be submitted to the U. S. Congress for review. The possibility exists that, under the current administration, the U. S. federal bank regulatory agencies could apply the leveraged lending guidance in its current form, or implement a revised or new rule that limits leveraged lending. Such regulatory action could limit the amount of funding and increase the cost of financing available for our business** . An increase in the overall cost of debt required by providers of that indebtedness would make it more expensive to finance those investments, thereby reducing returns. Further, the interest payments on the indebtedness used to finance our funds' investments are generally deductible expenses for income tax purposes, subject to limitations under applicable tax law and policy. Any change in such tax law or policy to eliminate or limit these income tax deductions, as has been discussed from time to time in various jurisdictions, would reduce the after- tax rates of return on the affected investments. See " — Changes in the debt financing markets or higher interest rates could negatively impact the ability of certain of our funds and their investments to obtain attractive financing or re- financing and could increase the cost of such financing if it is obtained, which could lead to lower- yielding investments and could potentially decrease our net income. " In addition, a portion of the indebtedness used to finance our funds' investments often includes leveraged loans and debt instruments privately placed with institutional investors. Availability of capital from the leveraged loan, high- yield and private debt markets is subject to market volatility, and there may be times when our funds might not be able to access those markets at attractive rates, or at all, when completing an investment. Additionally, to the extent there is a reduction in the availability of financing for extended periods of time, the purchasing power of a prospective buyer may be more limited, adversely impacting the fair value of our funds' investments and thereby reducing the acquisition price. Investments in highly leveraged entities are also inherently more sensitive to declines in revenues, increases in expenses and interest rates and volatile or adverse economic, market and industry developments. Additionally, the interests (whether in securities or otherwise) acquired by our funds in their investments may be the most junior in what could be a complex capital structure, and thus subject us to the greatest risk of loss in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of one of these investments. Furthermore, the incurrence of a significant amount of indebtedness by an investment could, among other things: • subject the entity to a number of affirmative, negative and financial covenants, terms and conditions, any violation of which would be viewed by creditors as an event of default and could materially impact our ability to realize value from the investment **; • give rise to an obligation to make mandatory prepayments of debt using excess cash flow, which might limit the entity' s ability to respond to changing industry conditions to the extent additional cash is needed for the response, to make unplanned but necessary capital expenditures or to take advantage of growth opportunities** ; • allow even moderate reductions in operating cash flow to render the entity unable to service its indebtedness, leading to a bankruptcy or other reorganization of the entity and a loss of part or all of the equity investment in it; • limit the entity' s ability to adjust to changing market conditions, thereby placing it at a competitive disadvantage compared to its competitors who have relatively less debt; • limit the entity' s ability to engage in strategic acquisitions that might be necessary to generate attractive returns or further growth; and • limit the entity' s ability to obtain additional financing or increase the cost of obtaining such financing, including for capital expenditures, working capital or other general corporate purposes. A leveraged investment' s equity value also tends to increase or decrease at a greater rate than would otherwise be the case if money had not been borrowed. As a result, the risk of loss associated with a leveraged investment is generally greater than for investments with comparatively less debt. For example, leveraged investments could default on their debt obligations due to a decrease in cash flow precipitated by an economic downturn or by poor relative performance at such a company. Similarly, the leveraged nature of the investments of our real assets funds increases the risk that a decline in the fair value of the underlying real estate or tangible assets will result in their abandonment or foreclosure. When our funds' existing investments reach the point when debt incurred to finance those investments matures in significant amounts and must be either repaid or refinanced, those investments may materially suffer if they have generated insufficient cash flow to repay maturing debt and there is insufficient capacity and availability in the financing markets to permit them to refinance maturing debt on satisfactory terms, or at all. If a limited availability of financing for such purposes were to persist for an extended period of time, when significant amounts of the debt incurred to finance our funds' investments came due, these funds could be materially and adversely affected. Additionally, if such limited availability of financing persists, our funds may also not be able to recoup their investments, as issuers of debt become unable to repay their borrowings, which will **adversely** affect both their equity and debt investors. Moreover, in the event of default or potential default under applicable financing arrangements, one or more of our investments may go bankrupt, which could give rise to substantial investment losses, adverse claims or litigation against us or our employees and damage to our reputation. Many of our funds may choose to use leverage as part of their investment programs and regularly borrow a substantial amount of their capital. The use of leverage poses a significant degree of risk and enhances the possibility of a significant loss in the value of the investment portfolio. A fund may borrow money from time to time to purchase or carry securities or debt obligations or may enter into derivative transactions (such as total return swaps) with counterparties that have embedded leverage. The interest expense and other costs incurred in connection with such borrowing may not be recovered by appreciation in the securities purchased or carried and will be lost, and the timing and magnitude of such losses may be accelerated or exacerbated, in the event of a decline in the market value of such securities or debt obligations. Gains realized with borrowed funds may cause the fund' s net asset value to increase at a faster rate than would be the case without borrowings. However, if investment results fail to cover the cost of borrowings, the fund' s net asset value will also decrease faster than if there had been no borrowings. ~~Increases in interest~~ **Interest** ~~rates~~ **rate increases, including those approved by the U. S. Federal Reserve in 2023,** could also decrease the value of fixed- rate debt investment that our investment funds make. In addition, to the extent that any changes in tax law make debt financing less attractive to certain categories of borrowers, this could adversely affect the investment opportunities for funds, particularly those that invest in debt securities, loans and other credit- related investments. Any of the foregoing circumstances could have a material adverse effect on our results of operations, financial condition and cash flow. A period of sharply rising interest rates could create downward pressure on the price of real estate, increase the cost and availability of debt financing for the transactions our funds pursue and decrease the value of fixed- rate debt investments made by our funds, each of which may have an adverse impact on our business. Interest rates rose steadily in ~~2022~~ **2023** and, to the extent that interest rates continue to rise, ~~we~~ may have further material adverse impacts on our business and that of our investment funds and their investments. In addition, a significant contraction or weakening in the market for debt financing or other adverse change relating to the terms of debt financing, including higher ~~interest rates and~~ equity requirements or more restrictive covenants, could have a material adverse impact on our business and that of our investment funds and their investments. Moreover, the financing of new investments or the operations of our funds' investments may become less attractive due to limitations on the deductibility of net interest expense. See " — Risks Related to Our Industry — Changes in relevant tax laws, regulations or treaties or an adverse interpretation of these items by tax authorities could negatively impact our effective tax rate and tax liability. " If our funds are unable to obtain committed debt financing for potential acquisitions, can only obtain debt financing at an increased interest rate or on unfavorable terms or the ability to deduct corporate interest expense is substantially limited, our funds may face increased competition from strategic buyers of assets who may have an overall lower cost of capital or the ability to benefit from a higher amount of cost savings following an acquisition, or may have difficulty completing otherwise profitable acquisitions or may generate profits that are lower than would otherwise be the case, each of which could lead to a decrease in our revenues. In addition, rising interest rates, coupled with periods of significant equity and credit market volatility may potentially make it more difficult for us to find attractive opportunities for our funds to exit and realize value from their existing investments. Furthermore, any failure by lenders to provide previously committed financing can also expose us to potential claims by sellers of businesses that we may have contracted to purchase. Our funds' portfolio company investments also regularly utilize the corporate loan and bond markets to obtain financing for their operations. Certain portfolio companies are facing, or may face in the future, increased credit and liquidity risk due to volatility in financial markets, increased costs of existing floating rate indebtedness in light of the rising interest rate environment, reduced revenue streams and limited or higher cost of access to preferred sources of funding, which could negatively affect us or our funds' investments. To the extent monetary policy, tax or other regulatory changes or difficult credit markets render such financing difficult to obtain, more expensive or otherwise less attractive, this may negatively impact the financial results of those investments and, therefore, the investment returns on our funds. In addition, to the extent that conditions in the credit markets or tax or other regulatory changes impair the ability of our investments to refinance or extend maturities on their outstanding debt, either on favorable terms or at all, the financial results of those portfolio companies may be negatively impacted, which could impair the value of our funds' investments and lead to a decrease in the investment income earned by us. In some cases, the inability of our funds' investments to refinance or extend maturities may result in the inability of those investments to repay debt at maturity or pay interests when due, and may cause the **portfolio** companies to sell assets, undergo a recapitalization or seek bankruptcy protection, any of which would also likely impair the value of our funds' investment and lead to a decrease in investment income earned by us. Interest rates on our and our investments' outstanding financial instruments might be subject to change based on regulatory developments, which could adversely affect our revenue, expenses and the value of those financial instruments. ~~LIBOR and certain~~ **Certain** ~~other~~ floating rate benchmark indices, including **, without limitation,** the Euro Interbank Offered Rate, Tokyo Interbank Offered Rate, Hong Kong Interbank Offered Rate and Singapore Interbank Offered Rate (collectively, " IBORs "), are the subject of recent national, international and regulatory guidance and proposals for reform. These reforms may cause such benchmarks to perform differently than in the past or have other consequences which cannot be predicted. As a result, interest rates on our, our funds' and their investments' floating rate obligations, loans, deposits, derivatives, and other financial instruments tied to IBORs, as well as the revenue and expenses associated with those financial instruments, may be adversely affected. Further, any uncertainty regarding the continued use and reliability of any IBOR as a benchmark interest rate could adversely affect the value of our, our funds' and their investments' financial instruments tied to such rates. There is no guarantee that a transition from any IBOR to an alternative rate will not result in financial market disruptions or a significant increase in volatility in risk **-** free benchmark rates or borrowing costs to borrowers, any of which could have a direct or indirect adverse effect on our business, results of operations, financial condition and share price. We continue to monitor and manage the foregoing changes and related risks on our and our funds' investments to reduce any adverse effect it may have on us and our investments. In addition, we continue to oversee or manage (as appropriate to our level of day- to- day involvement in the oversight and management of our investments) our funds' investments' monitoring and management of the foregoing ~~change~~ **changes** and related risks. In addition, meaningful time and effort is required to transition to the use of new benchmark rates, including with respect to the negotiation and implementation of any necessary changes to existing contractual arrangements and the implementation of changes to our, our funds' and their investments' systems and processes. Negotiating and implementing necessary amendments to our, our funds' or their investments' existing contractual arrangements may be particularly costly and time consuming. We are actively evaluating the operational and other impacts of such changes and managing transition efforts accordingly. The replacement of LIBOR with an alternative reference rate may result in an overall increase to borrowing costs or cause other disruptions, which could have a material adverse effect on our results of operations, financial condition and cash flow. **Prior to June 2023, the** London Inter- Bank Offered Rate (" LIBOR ") was widely used as a reference for setting the interest rate on loans, bonds and derivatives globally. ~~However, by~~ **LIBOR was discontinued effective** June 2023 ~~, LIBOR~~ **. In** ~~is~~ **its place, the** ~~expected to be completely phased out as a reference rate. The~~ U. S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, ~~has~~ recommended a new reference rate derived from short- term repurchase agreements backed by Treasury securities, the Secured Overnight Financing Rate (" SOFR "). Certain of our funds' investments and / or indebtedness of our portfolio companies may have **previously had** interest rates with a LIBOR reference. ~~As a result~~ **While substantially all of such references in our funds' instruments and our applicable portfolio company indebtedness may have been removed or replaced with an alternate interest rate (e. g., SOFR)** , the transition **process** away from LIBOR **is complex, time- consuming and costly, and could cause a disruption in the credit markets globally, which** could adversely impact ~~such~~ **our** funds and / or portfolio companies. Even if replacement conventions (e. g., SOFR) are **widely** adopted in the lending and bond markets, it is uncertain whether they might affect the funds as investors in floating- rate instruments, including by: • affecting liquidity of the funds' investments in the secondary market and their market value; • reducing the interest rate earned by the funds as holders of such investments (either generally or in certain market cycles) due to the use of a collateralized, overnight rate and credit spread adjustments instead of an unsecured, term rate; or • causing the funds to incur expenses to manage the transition away from LIBOR. ~~Also, although our funds' instruments and our applicable portfolio company indebtedness contemplate a scenario where LIBOR is no longer available by providing for an alternative rate setting methodology and mechanisms to amend the applicable reference rate, there are significant uncertainties regarding the effectiveness of any such alternative methodologies. As such, the funds and / or portfolio companies may need to renegotiate the terms of credit agreements that utilize LIBOR in order to replace it with the new standard convention that is established, which could result in increased costs for the funds and / or portfolio companies.~~ Our funds and our funds' portfolio companies may ~~also~~ **have previously** ~~enter~~ **entered** into swaps and similar instruments that ~~reference~~ **referenced** LIBOR, including swaps used to manage long- term interest rate risk related to assets and / or liabilities. ~~In addition~~ **With respect** to **such** ~~the funds and portfolio companies potentially needing to renegotiate some of those~~ instruments ~~to address a transition away from LIBOR~~ , there ~~also~~ may be different conventions that arise in different but related market segments, which could result in mismatches between different assets and liabilities and, in turn, cause possible unexpected gains and / or losses for the funds or portfolio companies and possibly cause the funds or portfolio companies to owe greater payments or receive less ~~payments~~ - **payment** under their derivatives, at least during certain market cycles. Some of ~~these~~ -- **the**

~~replacement~~ rates **replacing** may also be subject to compounding or similar adjustments that cause the amount of any payment referencing a replacement rate not to be determined until the end of the relevant calculation period, rather than at the beginning, which could lead to administrative challenges for the funds. Furthermore, the determination of such replacement rate may require further negotiation and there can be no assurance that an agreement between the parties will be reached. The terms of the funds' and / or portfolio companies' credit facilities may also provide that, during any applicable transition period, the amounts drawn under the credit facilities may bear interest at a higher rate. In addition, even if an agreement is reached with respect to a replacement rate for LIBOR, the applicable lender may have the ability to make certain changes to the terms of a credit facility to implement the new rate, which the fund or portfolio company may have no control over **. In addition, SOFR, which replaced LIBOR as the reference rate under our credit facilities pursuant to amendments thereto, is intended to be a broad measure of the cost of borrowing cash overnight collateralized by U. S. Treasury securities and is not the economic equivalent of LIBOR. While SOFR is a secured rate, LIBOR is an unsecured rate. As a result, we cannot assure you that SOFR will perform in the same ways as LIBOR would have at any time, and any increased volatility in the interest rates payable under our credit facilities could increase our funding costs** . If the transition from LIBOR results in an overall increase to borrowing costs, higher interest expense could negatively affect the financial results and valuations of our funds' portfolio companies. There is no guarantee that a transition from LIBOR to an alternative will not result in significant increases or volatility in risk- free benchmark rates or borrowing costs to borrowers, any of which could have a material adverse effect on our results of operations, financial condition and cash flow. The investment management business is intensely competitive, which could have a material adverse effect on our results of operations, financial condition and cash flow. We compete as an investment manager for both fund investors and investment opportunities. The investment management business is highly fragmented, with our principal competitors being sponsors of private funds and operating companies acting as strategic buyers of businesses. Competition for fund investors is based on a variety of factors, including: • investment performance; • investor liquidity and willingness to invest; • investor perception of investment managers' drive, focus and alignment of interest; • business reputation; • quality of services provided to and duration of relationships with fund investors; • pricing and fund terms, including fees; • the relative attractiveness of the types of investments that have been or will be made; and • consideration of ESG issues. Further, we believe that competition for investment opportunities is based primarily on the pricing, terms and structure of a proposed investment and certainty of execution. A variety of factors could exacerbate the competitive risks we face, including: • fund investors may reduce their investments in our funds or decrease their allocations in new funds based on a variety of factors, such as the occurrence of an economic downturn, their available capital, regulatory requirements or a desire to consolidate their relationships with investment firms; • some of our competitors may have agreed, or may agree, to terms on their funds or products that are more favorable to fund investors than those of our funds or products, such as lower management fees, greater fee sharing or higher hurdles for performance allocations, and we may be unable to match or otherwise revise our terms; • some of our funds may not perform as well as competitors' funds or other available investment products; • some of our competitors may have raised, or may raise, significant amounts of capital and may have similar investment objectives and strategies to our funds, which could create additional competition for investment opportunities and reduce the size and duration of pricing inefficiencies that many alternative investment strategies seek to exploit; • some of our competitors may have a lower cost of capital and access to funding sources that are not available to us; • some of our competitors may have higher risk tolerances, different risk assessments or lower return thresholds, which could allow them to consider a wider variety of investments and bid more aggressively than us for investments; • some of our competitors may be subject to less regulation or less regulatory scrutiny and, accordingly, may have more flexibility to undertake and execute certain businesses or investments than we do and / or bear less expense to comply with such regulations than we bear; • there are relatively few barriers to entry impeding the formation of new funds, including a relatively low cost of entering these businesses, and the successful efforts of new entrants into our various lines of business have resulted, and may continue to result, in increased competition; • if, as we expect, allocation of assets to alternative investment strategies increases, there may be increased competition for alternative investments and access to fund general partners and managers; • some of our competitors may have instituted, or may institute, low cost, high speed financial applications and services based on artificial intelligence, and new competitors may enter the investment management space using new investment platforms based on artificial intelligence; • some investors may prefer to pursue investments directly instead of investing through one of our funds; • some investors may prefer to invest with an investment manager that is not publicly traded, is smaller or manages fewer investment products; and • other industry participants continuously seek to recruit our investment professionals and other key personnel away from us. We may lose investment opportunities in the future if we do not match investment prices, structures and terms offered by competitors. For example, competitors that are corporate buyers may be able to achieve synergistic cost savings in respect of an investment, which may allow them to submit a higher bid. Alternatively, we may experience decreased investment returns and increased risks of loss if we match investment prices, structures and terms offered by competitors. As a result, if we are forced to compete with other investment firms on the basis of price, we may be unable to maintain our current fees or other terms. There is a risk that management fees and performance allocations in the alternative investment management industry will decline, without regard to the historical performance of a manager. Management fee or performance allocation income reductions on existing or future funds, without corresponding decreases in our cost structure, would negatively impact our revenues and profitability and could have a material adverse effect on our results of operations, financial condition and cash flow. In addition, if market conditions for competing investment products were to become more favorable, such products could offer rates of return superior to those achieved by our funds and the attractiveness of our funds relative to investments in other investment products could decrease. This competitive pressure could negatively impact our ability to make successful investments and limit our ability to raise future funds, either of which could have a material adverse effect on our results of operations, financial condition and cash flow. Climate change and climate change- related regulation could adversely affect our business. TPG and our portfolio companies face risks associated with climate change including risks related to the impact of climate- and ESG- related legislation and regulation (both domestically and internationally), risks related to climate- related business trends, and risks stemming from the physical impacts of climate change. In addition, uncertainties related to climate change and climate change- related regulation may adversely impact TPG Rise Climate, our dedicated climate impact investing product **or other funds, or their investments, that may be subject to regulatory or disclosure requirements** . New climate change- related regulations or interpretations of existing laws may result in enhanced disclosure obligations **and changes to tax and permitting requirements** , which could negatively affect us or our portfolio companies and materially increase our regulatory burden. Increased regulations generally increase our costs, and we could continue to experience higher costs if new laws **and regulatory requirements** require us to spend more time, hire additional personnel or buy new technology to comply effectively. In particular, compliance with climate- and other ESG- related rules **, including** in the EU **,** is expected to result in increased legal and compliance costs and expenses which would be borne by us and our funds. See " — Risks Related to Our Business — We are subject to increasing scrutiny from fund investors and regulators on ESG matters, which may constrain investment opportunities for our funds and negatively impact our ability to raise capital from such investors. " At the portfolio company level, while we have increasingly and substantially sought to invest in sectors that are inherently lower carbon intensity (e. g., technology, healthcare) which decreases **some exposure to** transition risk, there are still individual portfolio companies in these and other sectors that could face transition ~~risk~~ **risks** ~~if~~ **related to** carbon- related regulations or taxes **if such measures** are implemented. Further, advances in climate science may change society' s understanding of sources and magnitudes of negative effects on climate, which could negatively impact portfolio company financial performance and regulatory jeopardy. In addition, TPG faces business trend- related climate risks including the increased attention to climate- related legislation and regulation by our fund investors. Certain fund investors have considered ESG factors, including climate risks, in determining whether to invest in our funds. See " — Risks Related to Our Business — We are subject to increasing scrutiny from fund investors and regulators on ESG matters, which may constrain investment opportunities for our funds and negatively impact our ability to raise capital from such investors. " For our portfolio companies, business trends related to climate change may require capital expenditures, product or service redesigns, and changes to operations and supply chains to meet changing customer expectations. While this can create opportunities, not addressing these changed expectations could create business risks for portfolio companies, which could negatively impact the returns in our funds. Further, significant physical effects of climate change including extreme weather events such as hurricanes or floods, can also have an adverse impact on certain of our portfolio companies and investments, especially our real asset investments and portfolio companies that rely on physical factories, plants or stores located in the affected areas. As the effects of climate change increase, we expect the frequency and impact of weather and climate related events and conditions to increase as well. For example, unseasonal or violent weather events can have a material impact to businesses or properties that focus on tourism or recreational travel. While the geographic distribution of our portfolio **diversifies** ~~inherently limits~~ TPG' s physical climate risk, some physical risk is inherent in the companies in our portfolio, particularly in some real estate holdings and Asia- and Africa- based investments and in the unknown potential for extreme weather that could occur related to climate change. We expect TPG Rise Climate to face climate- related risks of a different nature. For example, an absence of future regulation, particularly in the United States, the U. K. and the European Union, around climate change and carbon output control could lead to diminished market demand in TPG Rise Climate' s investment sectors. Additionally, implementation of the Paris Agreement and other climate- related initiatives by international, federal, state and regional policymakers and regulatory authorities and the pace of private actors seeking to reduce greenhouse gas emissions are uncertain. Uneven or slow implementation could negatively impact the speed of growth for the companies in TPG Rise Climate. Further, non- implementation could negatively impact the fund overall. In addition, different jurisdictions could classify investments made by TPG Rise Climate differently in terms of their sustainability, and thereby could open some assets to so- called transition risks. Difficult economic and market conditions could negatively impact our businesses in many ways, including by reducing the value or hampering the performance of our funds' investments or reducing our funds' ability to raise or deploy capital, each of which could have a material adverse effect on our results of operations, financial condition and cash flow. Our business is materially affected by conditions in the global financial markets and economic conditions or events throughout the world that are outside of our control, such as **fluctuating** interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation and regulations on the financial industry), pandemics or other severe public health events, trade barriers, commodity prices, currency exchange rates and controls, national and international political circumstances (including government shutdowns, wars, terrorist acts or security operations) and the effects of climate change. Recently, markets have been affected by U. S. interest rates, slower economic growth or recession, inflation, the ~~COVID- 19 pandemic, the~~ imposition of trade barriers, ongoing trade negotiations with major U. S. trading partners, changes in U. S. tax regulations and geopolitical events such as the ~~withdrawal of the UK from the EU (which is commonly referred to as " Brexit ") and the~~ ongoing war in Ukraine **and conflicts in the Middle East** . These conditions, events and factors are outside our control and may affect the level and volatility of securities prices and the liquidity and the value of investments, and we may not be able to or may choose not to manage our exposure to them. Volatility in the global financial markets or a financial downturn could negatively impact our business in a number of ways. Volatility or unfavorable market and economic conditions could reduce opportunities for our funds to make, exit and realize value from, and expected returns on, their existing investments. When financing is not available or becomes too costly, it is difficult for potential buyers to raise sufficient capital to purchase our funds' investments, and we may earn lower- than- expected returns on them, which could cause us to realize diminished or no performance allocations. Further, volatility caused by the COVID- 19 pandemic **or future pandemics** could **continue to** have a greater negative effect on industries that are more sensitive to changes in consumer demand, such as the travel and leisure, gaming and real estate industries. If not otherwise offset, declines in the equity, debt and commodity markets would likely cause us to write down our funds' investments. Our profitability may also be negatively impacted by our fixed costs and the possibility that we would be unable to scale back other costs within a time frame sufficient to match any decreases in net income relating to a downturn in market and economic conditions. During periods of difficult market conditions or slowdowns, our funds' portfolio companies or assets in which we have invested may experience adverse operating performance, decreased revenues, financial losses, credit rating downgrades, difficulty in obtaining access to financing and increased funding costs. These companies may also have difficulty expanding their businesses and operations, meeting their debt service obligations or paying other expenses as they become due, including amounts payable to us. Negative financial results in our funds' portfolio companies could result in less appreciation across the portfolio and lower investment returns for our funds. Because our funds generally make a limited number of investments, negative financial results in a few of a fund' s portfolio companies could severely impact the fund' s total returns, which could negatively affect our ability to raise new funds, the performance allocations we receive and the value of our investments. Further, such negative market conditions could potentially result in a portfolio company entering bankruptcy proceedings, or in the case of certain real estate funds, the abandonment or foreclosure of investments, which could result in a complete loss of the fund' s investment in such portfolio company and negatively impact the fund' s performance and, consequently, the performance allocations we receive and the value of our investment, as well as our reputation. Receipt of lower investment returns from our funds during a period of difficult market conditions could cause our cash flow from operations to significantly decrease, which could negatively impact our liquidity position and the amount of cash we have on hand to conduct our operations and pay dividends to our stockholders. The generation of less performance allocations could also affect our leverage ratios, external credit ratings and compliance with our credit facility covenants as well as our ability to renew or refinance all or part of our credit facility and contractual obligations. Having less cash on hand could in turn require us to rely on other sources of cash, such as the capital markets, to conduct our operations. In addition, volatility or unfavorable market and economic conditions could make it difficult for our funds to find suitable investments or secure financing for investments on attractive terms. Heightened equity and credit market volatility could negatively impact availability and cost of financing for significant acquisitions and dispositions. If credit markets weaken, our funds may be unable to consummate significant acquisitions and dispositions on acceptable terms or at all. A general slowdown in global merger and acquisition activity due to the lack of suitable financing or an increase in uncertainty could slow in our investment pace, which in turn could negatively impact our ability to generate future performance allocations and fully invest the available capital in our funds. A slowdown in the deployment of our available capital could impact the management fees we earn on funds that generate fees based on invested (and not committed) capital, including our ability to raise, and the timing of raising, successor funds. Market volatility could also negatively impact our fundraising efforts in several ways. We generally raise capital for a successor fund following the substantial and successful deployment of capital from the existing fund. Poor performance by existing funds as a result of market conditions could impair our ability to raise new funds as could any change in or rebalancing of fund investors' asset allocation policies. Investors often allocate to alternative asset classes (including private equity) based on a target percentage of their overall portfolio. If the value of an investor' s portfolio decreases as a whole, the amount available to allocate to alternative assets (including private equity) could decline. Further, investors often take into account the amount of distributions they have received from existing funds when considering commitments to new funds. General market volatility or a reduction in distributions to investors could cause investors to delay making new commitments to funds or negotiate for lower fees, different fee sharing arrangements for transaction or other fees and other concessions. The outcome of such negotiations could result in our agreement to terms that are materially less favorable to us than for prior funds we have managed, and a decrease in the amount an investor commits to our funds could have an impact on the ultimate size of the fund and amount of management fees we generate. Our business is subject to extensive regulation, including periodic examinations, by governmental agencies and self- regulatory organizations in the jurisdictions in which we operate around the world. Many of these regulators, including U. S. and foreign government agencies and self- regulatory organizations, are empowered to conduct investigations and administrative proceedings that can result in fines, suspensions of personnel or other sanctions, including censure, the issuance of cease- and- desist orders or the suspension or expulsion of a broker- dealer or investment adviser from registration or memberships. If the SEC or any other governmental authority, regulatory agency or similar body takes issue with our past practices, including, for example, past investment and co-investment activities, internal operating policies and procedures or arrangements with our people, including our senior advisors, we will be at risk for regulatory sanction. Even if an investigation or proceeding does not result in a significant sanction, the costs incurred in responding to such matters could be material. Further, the adverse publicity relating to the investigation, proceeding or imposition of these sanctions could harm our reputation and cause us to lose existing investors or **clients or** fail to attract new investors **or clients** , as well as discourage others from doing business with us. Some of our funds invest in businesses that operate in highly regulated industries. The regulatory regimes to which such businesses are subject may, among other things, condition our funds' ability to invest in those businesses upon the satisfaction of applicable ownership restrictions or qualification requirements for receipt of regulatory approval. Obtaining regulatory approval is often a lengthy and expensive process with an uncertain outcome. Portfolio companies may be unable to obtain necessary regulatory approvals on a timely basis, if at all, and the failure to obtain such approvals may prevent our funds from consummating the applicable investments, which could materially and adversely affect their performance. Our failure to obtain or maintain any regulatory approvals necessary for our funds to invest in such industries may disqualify our funds from participating in certain investments or require our funds to divest certain assets. In recent years, the SEC and its staff have focused on issues relevant to global investment firms and have formed specialized units devoted to examining such firms and, in certain cases, bringing enforcement actions against the firms, their principals and their employees. Such actions and settlements involving U. S.- based private fund advisers generally have involved a number of issues, including the undisclosed allocation of the fees, costs and expenses related to unconsummated co- investment transactions (i. e., the allocation of broken deal expenses), undisclosed legal fee arrangements affording the adviser greater discounts than those afforded to funds advised by such adviser and the undisclosed acceleration of certain special fees. We have in the past and may in the future be subject to SEC enforcement actions and settlements. Recent SEC focus areas have also included the use and compensation of, and disclosure regarding, operating partners or consultants, outside business activities of firm principals and employees, group purchasing arrangements ~~and~~ **, management fee calculations,** general conflicts of interest disclosures **and cybersecurity** . The SEC has also commenced an industry- wide review of alternative asset manger' s maintenance and preservation of electronic communications, of which we are a part. See Note ~~18~~ **17** , " Commitments and Contingencies — Legal Actions and Other Proceedings. " We generally expect the SEC' s oversight of global investment firms to continue to focus on concerns related to transparency, investor disclosure practices, fees and expenses, valuation, compliance policies and procedures and conflicts of interest, which could impact us in various ways. We further expect a continued greater level of SEC enforcement activity under the Biden administration, and while we have a robust compliance program in place, it is possible this enforcement activity will target practices that we believe are compliant and that were not targeted by the prior administration. We regularly are subject to requests for information and informal or formal investigations by the SEC and other regulatory authorities, with which we routinely cooperate and, in the current environment, even historical practices that have been previously examined are being revisited. In ~~February~~ **August** ~~2022~~ **2023** , the SEC ~~proposed~~ **adopted** new rules and amendments to existing rules under the Advisers Act **(collectively, the " Private Fund Rules ")** specifically related to **registered and non-** registered advisers and their activities with respect to private funds. **The Private Fund** ~~If enacted, the proposed rules~~ **Rules will impose new** and **substantial requirements on** ~~amendments would significantly affect~~ advisers to private funds, including us **, and are expected to significantly impact our business and operations** . In particular, the ~~SEC has proposed to~~ **Private Fund Rules:** • **require quarterly** ~~limit circumstances in which a fund manager can seek reimbursement, indemnification, exculpation or limitation of liability from a private fund; • increase~~ reporting ~~requirements~~ by private funds to investors concerning performance, fees ~~and~~ **,** expenses **and compensation paid to the adviser** ; • require registered advisers to obtain an annual audit for a private fund ~~and also require such fund' s auditor to notify the SEC upon the occurrence of certain material events~~ ; • enhance requirements, including the need to obtain a fairness opinion and make certain disclosures, in connection with adviser- led secondary transactions (also known as GP- led secondaries); • prohibit advisers from engaging in certain fee and expense practices **without either disclosure or consent from investors, as applicable** , such as charging to private fund clients ~~accelerated fees for unperformed services,~~ fees and expenses associated with an examination or investigation of the adviser, or regulatory and compliance fees and expenses of the adviser, and charging fees or expenses related to a portfolio investment on a non- pro rata basis; • prohibit an adviser from reducing the amount of its clawback of carried interest by the amount of certain taxes **without disclosure to investors** ; and • prohibit certain preferential treatment of private fund investors and require disclosure of other forms of preferential treatment of private fund investors in side letters or other arrangements with an adviser. Amendments to the existing books and records and compliance rules under the Advisers Act ~~would~~ complement the ~~new proposals~~ **Private Fund Rules** and also require that all registered advisers document their annual compliance review in writing. **Proposed amendments to Regulation S- P issued in March 2023 would, if adopted, apply safeguarding requirements directly to investment advisers that manage private funds.** The **compliance burdens and associated costs for us and our funds are expected to increase as a result of the Private Fund Rules. Many provisions of the Private Funds Rules will require us to make a variety of subjective determinations as to whether and how such rules apply to our funds and our related obligations. We will face conflicts of interest in making such determinations, which determinations may be questioned by a regulator. We will be subject to increased risk of exposure to additional regulatory scrutiny, litigation, censure and penalties for non- compliance or perceived non- compliance as a result of the Private Fund Rules, and any non- compliance or perceived non- compliance with such rules may negatively impact our reputation as well as our ability to raise capital and effectively execute on our investment activities. Certain elements of the Private Funds Rules will impact our ability to provide certain preferential treatment to investors, which may also impede our ability to raise capital. Additionally, the** SEC recently adopted **an expansion of** ~~amendments to Rule 10b5- 1, including, among other~~ -- **the reporting obligations** ~~things, adding new conditions to the availability of the affirmative defense~~ under ~~the~~ **Form PF and** ~~Exchange~~ -- **changes** ~~Act, creating new disclosure requirements and requiring filers~~ to ~~identify transactions made pursuant to a plan that intended to satisfy~~ the **beneficial ownership reporting regime applicable to positions in public companies** ~~affirmative defense conditions of Rule 10b5- 1 (c)~~ . The SEC has also recently ~~proposed an expansion of~~ **adopted amendments to the existing custody rule, which would, among** ~~the~~ **other** ~~reporting obligations under Form PF,~~ changes **, expand the scope of assets that are subject** to **the rule, new rules prohibiting registered advisers from outsourcing certain services without first meeting minimum requirements, and new rules to address certain conflicts of interest associated with the use of predictive data analytics, such as artificial intelligence and machine learning with, if adopted, would require advisers to, among** ~~the~~ **other** ~~beneficial ownership reporting regime applicable to positions in public companies and~~ **things, eliminate or neutralize the effect of conflicts of interest associated with the adviser' s use of these technologies. The SEC** has **also** included in its regulatory agenda potential rulemaking on climate change disclosures and corporate diversity. These ~~new~~ **newly adopted** or proposed rules ~~could~~ **are expected to** increase compliance burdens and associated regulatory costs and **complexity and impose limitations on** ~~reduce our ability to receive certain expense reimbursements or~~ **our investing activities** ~~indemnification in certain circumstances~~ . In addition, even if not adopted, evaluating and responding to proposed rules could result in increased costs and require significant attention from management, and the new or proposed rules enhance the risk of regulatory action, which could adversely impact our reputation and our fundraising efforts, including as a result of public regulatory sanctions. We regularly rely on exemptions from various requirements of the Securities Act, Exchange Act, the Investment Company Act, the Commodity Exchange Act of 1936, as amended, and the U. S. Employee Retirement Income Security Act of 1974, as amended, or " ERISA, " in conducting our asset management activities in the United States. If these exemptions were to become unavailable to us, we could become subject to regulatory action or third- party claims, and our business could be negatively impacted. For example, in 2014, the SEC amended

Rule 506 of Regulation D under the Securities Act, an exemption on which we routinely rely to market interests in our funds, to impose " bad actor " disqualification provisions that ban an issuer from offering or selling securities pursuant to the safe harbor in Rule 506 if the issuer, or any other " covered person, " is the subject of a criminal, regulatory or court order or other disqualifying event under the rule which has not been waived by the SEC. The definition of " covered person " under the rule includes an issuer' s directors, general partners, managing members and executive officers; affiliates who are also issuing securities in the offering; beneficial owners of 20 % or more of the issuer' s outstanding equity securities; and promoters and persons compensated for soliciting investors in the offering. Accordingly, we would be unable to rely on Rule 506 to offer or sell securities if we or any " covered person " is the subject of a disqualifying event under the rule and we are unable to obtain a waiver from the SEC. Similarly, in conducting our asset management activities outside the United States, we rely on exemptions from the regulatory regimes of various foreign jurisdictions. Exemptions from U. S. and foreign regulations are often highly complex and may, in certain circumstances, depend on compliance by third parties we do not control. If these exemptions were to become unavailable to us, our business could be negatively impacted, as these regulations often serve to limit our activities and impose burdensome compliance requirements. See " Item 1. Business — Regulation and Compliance. " Moreover, the requirements imposed by our regulators are designed primarily to ensure the integrity of the financial markets and to protect our fund investors and not our stockholders. Changes in the U. S. political environment and financial regulatory changes in the United States could negatively impact our business. The current U. S. political environment and the resulting uncertainties regarding actual and potential shifts in U. S. foreign investment, trade, taxation, economic, environmental and other policies under the Biden administration could lead to disruption, instability and volatility in the global markets. The consequences of previously enacted legislation could also impact our business operations in the future. For example, bipartisan legislation enacted in August 2018 has increased and may continue to significantly increase the number of transactions that are subject to the jurisdiction of the Committee on Foreign Investment in the United States (the " CFIUS "), which has the authority to review and potentially block or impose conditions on certain foreign investments in U. S. companies or real estate. CFIUS' expanded jurisdiction may reduce the number of potential buyers of certain of our funds' portfolio companies and thus limit the ability of our funds to exit from certain investments, as well as limit our flexibility in structuring or financing certain transactions. On August 16, 2022, the U. S. government enacted the Inflation Reduction Act of 2022 which, among other things, includes changes to the U. S. corporate income tax system, including a 15 % minimum tax based on " adjusted financial statement income " for certain large corporations ~~that will not be effective until 2023~~ and a 1 % excise tax on share repurchases ~~after December 31, 2022~~ . Such changes could materially increase the taxes imposed on us or our funds' portfolio companies. See " — Risks Related to Taxation — Changes in relevant tax laws, regulations or treaties or an adverse interpretation of these items by tax authorities could negatively impact our effective tax rate and tax liability. " Further, negative public sentiment could lead to heightened scrutiny and criticisms of our business model generally, or our business and investments in particular. The Dodd- Frank Wall Street Reform and Consumer Protection Act (the " Dodd- Frank Act "), enacted in 2010, has imposed significant changes on almost every aspect of the U. S. financial services industry, including aspects of our business. On May 24, 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act (the " Reform Act ") was signed into law. The Reform Act amends various sections of the Dodd- Frank Act. The Reform Act and various other proposals focused on deregulation of the U. S. financial services industry could have the effect of increasing competition or otherwise reducing investment opportunities, which could negatively impact our business. The Reform Act also modified automatic additional regulatory compliance issues for financial entities that were deemed " Systemically Important Financial Institutions " from $ 50 billion AUM to $ 250 billion AUM. There is legislative risk under the Biden administration that such designation will revert back to $ 50 billion and expand its application to include private equity asset management firms. Under applicable SEC rules, investment advisers are required to implement compliance policies designed, among other matters, to track campaign contributions by certain of the adviser' s employees and engagements of third parties that solicit government entities and to keep certain records to enable the SEC to determine compliance with the rule. In addition, there have been similar rules on a state level regarding " pay to play " practices by investment advisers. FINRA adopted its own set of " pay to play " regulations, which went into effect on August 20, 2017, that are similar to the SEC' s regulations. In addition, many pay to play regimes (including the SEC pay to play rule for investment advisers) impute the personal political activities of certain executives and employees, and in some instances their spouses and family members, to the manager for purposes of potential pay to play liability. The Dodd- Frank Act also imposes a regulatory structure on the " swaps " market, including requirements for clearing, exchange trading, capital, margin, reporting and recordkeeping. The Commodity Futures Trading Commission (the " CFTC ") has finalized many rules applicable to swap market participants, including business conduct standards for swap dealers, reporting and recordkeeping, mandatory clearing for certain swaps, exchange trading rules applicable to swaps, initial and variation margin requirements for uncleared swap transactions and regulatory requirements for cross- border swap activities. These requirements could reduce market liquidity and negatively impact our business, including by reducing our ability to enter swaps. The Dodd- Frank Act authorizes federal regulatory agencies to review and, in certain cases, prohibit compensation arrangements at financial institutions that give employees incentives to engage in conduct deemed to encourage inappropriate risk taking by covered financial institutions. In May 2016, the SEC and other federal regulatory agencies proposed a rule that would apply requirements on incentive- based compensation arrangements of " covered financial institutions, " including certain registered investment advisers and broker- dealers above a specific asset threshold. This, if adopted, could limit our ability to recruit and retain investment professionals and senior management executives. However, the proposed rule remains pending and may be subject to significant modifications. Furthermore, negative public sentiment could lead to heightened scrutiny and criticisms of our business model generally, or our business and investments in particular. For example, in June 2019, certain members of the U. S. Congress introduced the Stop Wall Street Looting Act of 2019, a comprehensive bill intended to fundamentally reform the private equity industry. Following the 2020 presidential and congressional elections in the United States, there has been an increased risk of legislative and regulatory action that could adversely limit and affect our and our funds' portfolio companies' businesses. In August 2021, legislation was introduced in the Senate proposing to change the definition of carried interest. The " Ending the Carried Interest Loophole Act " proposed to close the tax rate differential between carried interests and ordinary income and accelerate the recognition and payment of tax on the receipt of carried interest and would have material impact on our business if enacted. Other potential changes in legislation or regulation may include higher corporate tax rate, greater scrutiny on the private equity industry or elimination of carried interest or limitations of the capital gains tax. If the proposed bills or parts thereof, or other similar legislation, were to become law, it could negatively impact affect us, our funds' portfolio companies and our investors. Future legislation, regulation or guidance could negatively impact the fund industry generally and / or us specifically. Financial services and private funds may in the future be subject to further governmental scrutiny, an increase in regulatory investigations and / or enhanced regulation, including as a result of changes in the presidency or congressional leadership. Any changes in the regulatory framework applicable to our business, including the changes described above, may impose additional compliance and other costs on us, require the attention of our senior management or result in limitations on the manner in which we conduct our business, all of which could negatively impact our profitability. Changing regulations regarding derivatives and commodity interest transactions could negatively impact our business. The regulation of derivatives and commodity interest transactions in the United States and other countries is a rapidly changing area of law and is subject to ongoing modification by governmental and judicial action. We and our affiliates enter into derivatives transactions for various purposes, including to manage the financial risks related to our business. Accordingly, the impact of this evolving regulatory regime on our business is difficult to predict, but it could be substantial and adverse. Managers of certain pooled investment vehicles with exposure to certain types of derivatives may be required to register with the CFTC as commodity pool operators and / or commodity trading advisors and become members of the National Futures Association. As such, certain of our or our affiliates' risk management or other commodities interest- related activities may be subject to CFTC oversight. To date, we have concluded that the covered activities in which our affiliates engage do not rise to the level of requiring the subsidiaries to register with the CFTC or **become members of** the National Futures Association, or the " NFA, " and instead, these affiliates ~~file for~~ **rely on** exemptions from such registration requirements. As part of ensuring the affiliates continue to be exempt from registration, we have instituted procedures to monitor our exposure to covered activities and comply with exemption renewal requirements. In the event that the frequency of our affiliates' engagement in covered activities exceeds the threshold for exemption from registration, such affiliates could become subject to a wide range of other regulatory requirements, such as **reporting, recordkeeping and operational** ~~: • potential compliance with certain commodities interest position limits or position accountability rules; • administrative~~ requirements **as well as periodic examinations** ~~, including recordkeeping, confirmation of transactions and reconciliation of trade data; and • mandatory central clearing and collateral requirements. Our business may incur increased ongoing costs associated with monitoring compliance~~ . Newly instituted and amended regulations could significantly increase the cost of entering into derivative contracts (including through requirements to post collateral, which could negatively impact our available liquidity), materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks that we encounter, reduce our ability to restructure our existing derivative contracts and increase our exposure to less creditworthy counterparties. If we reduce our use of derivatives as a result of such regulations (and any new regulations), our results of operations may become more volatile and our cash flows may be less predictable. Federal, state and foreign anti- corruption and trade sanctions laws applicable to us, our funds and our funds' portfolio companies create the potential for significant liabilities and penalties, the inability to complete transactions and reputational harm. We are subject to a number of laws and regulations governing payments, offers and contributions to or for the benefit of public officials or other parties, including restrictions imposed by the FCPA, as well as economic sanctions and export control laws administered by OFAC, the U. S. Department of Commerce and the U. S. Department of State. The FCPA prohibits bribery of foreign public officials, government employees and political parties and requires public companies in the United States to keep books and records that accurately and fairly reflect their transactions. The U. S. Department of Commerce and the U. S. Department of State administer and enforce certain export control laws and regulations, and OFAC and the U. S. Department of State administer and enforce economic sanctions based on U. S. foreign policy and national security goals against targeted countries, jurisdictions, territories, regimes, entities, organizations and individuals. These laws and regulations relate to a number of aspects of our businesses, including servicing existing fund investors, finding new fund investors and sourcing new investments, as well as the activities of our funds' portfolio companies. U. S. government regulators, including the U. S. Department of Justice, the SEC and OFAC, have devoted more resources to enforcement of the FCPA and export control laws as enforcement has become more of a priority in recent years. A number of other countries, including countries where we and our funds' portfolio companies maintain operations or conduct business, have also expanded significantly their enforcement activities, especially in the anti- corruption area. Recently, the U. S. government has also used sanctions and export controls to address broader foreign and international economic policy goals. While we have developed and implemented policies and procedures designed to ensure compliance by us and our personnel with the FCPA, economic sanctions laws and other applicable anti- bribery laws, as well as with sanctions and export control laws, such policies and procedures may not be effective in all instances to prevent violations. Any determination that we have violated these laws could subject us to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation, disbarment and a general loss of investor confidence, any one of which could have a material adverse effect on our results of operations, financial condition and cash flow. Laws in non- U. S. jurisdictions as well as other applicable anti- bribery, anti- corruption, anti- money laundering, economic sanctions or other export control laws abroad, may also impose stricter or more onerous requirements than the FCPA, OFAC, the U. S. Department of Commerce and the U. S. Department of State, and implementing them may disrupt our business or cause us to incur significantly more costs to comply with those laws. Differences between such U. S. and non- U. S. laws increase the risks and complexities of compliance and sometimes present actual conflicts of law (especially in the sanctions area). For example, in the U. K., we are subject to laws regarding the prevention of money laundering and the financing of terrorism as well as laws prohibiting bribery, including the U. K. Bribery Act 2010. We cannot predict the nature, scope or effect of future regulatory requirements to which we might be subject or the manner in which existing laws might be administered, interpreted or enforced. Our funds' portfolio companies' compliance policies and procedures may not prevent all instances of money laundering or bribery, or other prohibited transactions, including those arising from actions by employees, for which we or they might be held responsible. If we fail to comply with this multitude of laws and regulations, even where conflicts of law arise, we could be exposed to claims for damages, civil or criminal penalties, reputational harm, incarceration of our employees, restrictions on our operations (including disbarment) and other liabilities, which could have a material adverse effect on our results of operations, financial condition and cash flow. In addition, depending on the circumstances, we could be liable for violations of applicable anti- corruption, sanctions or export control laws committed by companies in which we or our funds invest. In addition, the recently enacted Foreign Investment Risk Review Modernization Act (" FIRRMA ") and related regulations significantly expanded the types of transactions that are subject to the jurisdiction of the CFIUS. Under the FIRRMA, the CFIUS has the authority to review and potentially block or impose conditions on certain foreign investments in U. S. companies or real estate, which may reduce the number of potential buyers and limit the ability of our funds to exit from certain investments. In addition, we may be subject to successor liability for FCPA violations or other acts of bribery, or violations of applicable sanctions or other export control laws, committed by companies in which we or our funds invest or which we or our funds acquire. Allegations that our funds' portfolio companies engaged in conduct that is perceived to have violated anti- corruption laws, economic sanctions laws, or export control laws could negatively impact us, create legal liability, or cause reputational and business harm that could negatively impact the valuation of a fund' s investments. Regulatory initiatives in jurisdictions outside the United States could negatively impact our business. Similar to the United States, the current environment in non- U. S. jurisdictions in which we operate, in particular the EU and the U. K., has become subject to an expanding body of regulation. Governmental regulators and other authorities have proposed or implemented a number of initiatives and additional rules and regulations that could negatively impact our business. AIFMD. The Alternative Investment Fund Managers Directive (" AIFMD "), as implemented in each member state of the European Economic Area (" EEA ") and as implemented and retained by the U. K. following its departure from the EU, imposes certain initial and ongoing regulatory obligations with respect to the marketing of alternative investment funds to investors domiciled in the EEA or the U. K. or with a registered office or otherwise based in the EEA or the U. K. by alternative investment fund managers. AIFMD, as implemented in the EEA and U. K., applies to us to the extent that we actively market our funds to investors in the EEA and U. K. We may also be required to comply with additional obligations under the AIFMD to the extent we perform delegated portfolio management services with respect to an E. U.- based alternative investment fund. AIFMD is currently under review by the European Commission and negotiations to reach the final amended text are currently ongoing. It is therefore difficult at this time to predict the final form of the changes to AIFMD but they may, amongst other things, increase the cost and complexity of raising capital. It is not yet clear to what extent (if any) the U. K. would reflect any changes to AIFMD in its domestic rules. Anti- Money Laundering. During 2020, two new EU Anti- Money Laundering (AML) Directives came into force: the fifth AML EU Directive (" AMLD5 ") and the sixth AML EU Directive (" AMLD6 "). AMLD5 was implemented into U. K. law on January 10, 2020. The changes under AMLD5 include new, more stringent customer due diligence measures and reporting requirements. AMLD5 has added complexity to our internal processes and any perceived shortcomings in our adoption of AMLD5 could create reputational risks to our business. AMLD6 harmonizes the definition of money laundering across the EU, expands the number of offenses that fall under the definition of money laundering and extends criminal liability to include punishments for legal persons. The U. K. government has not implemented AMLD6 for the time being. ~~Sustainable Finance~~ **Information Reporting Requirements. Many countries have significantly increased their information reporting regimes over the past few years. On 25 May 2018 the EU Council adopted a directive (2018 / 822 amending Directive 2011 / 16 / EU as regards mandatory automatic exchange of information in the field of taxation in relation to reportable cross- border arrangements) that imposes a reporting obligation on parties involved in transactions that may be associated with aggressive tax planning (" DAC6 "). ESG risk management** . Regulation (**EU)** 2019 / 2088 ~~)~~ **of the European Parliament and of the Council of 27 November 2019** on sustainability ~~-~~ **-** related disclosures in the financial **services** sector (the " SFDR ") ~~came~~ **, which captures this Fund, defines " sustainability risks " as environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of an investment. TPG, the AIFM, the Fund, the Fund' s portfolio companies, and other parties, such as service providers or the Fund or portfolio company counterparties, may be negatively affected by sustainability risks. If appropriate for an investment, the AIFM (or its delegate) may conduct sustainability risk- related due diligence and / or take steps to mitigate sustainability risks and preserve the value of the investment; however, there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date the risk materializes. TPG, the AIFM (or its delegate), the Fund, the Fund' s portfolio companies, and other parties may maintain insurance to protect against certain sustainability risks, where available on reasonable commercial terms, although such insurance is subject to customary deductibles and coverage limits and may not be sufficient to recoup all losses. Sustainability risks may therefore adversely affect the performance of the Fund and its investments. SFDR. Funds that raise capital across one or more European Member States must comply with the EU' s detailed sustainability- related disclosure regime. In particular (and as relevant for the Fund), the SFDR requires certain disclosures in relation to whether and, if so, how sustainability risks are taken** into **account in the investment process. In addition,** ~~force~~ - **for those financial products that have a sustainable investment objective or which promote environmental or social characteristics, there is an obligation to disclose such an objective or characteristics in pre- contractual disclosures and report** on ~~March 10, 2021 and~~ - **an ongoing basis their performance in achieving those commitments, among other**

requirements. In addition, on June 22, 2020, the Official Journal of the European Union published a classification system that establishes a list of environmentally sustainable economic activities **and sets out four overarching conditions that an economic activity has to meet in order to qualify as environmentally sustainable** (Regulation (EU) 2020 / 852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment **, and amending Regulation** (~~the~~ **EU) 2019 / 2088,** " Taxonomy Regulation ") ~~)~~. **The** ~~We are captured by both the SFDR and the~~ Taxonomy Regulation, **amongst** ~~which, together~~ -- **other things, introduces mandatory disclosure and reporting requirements and supplements the framework set out in the SFDR. The SFDR regime and Taxonomy Regulation are evolving and subject to ongoing interpretation by regulators. The disclosure requirements in the SFDR are supplemented by the Commission Delegated Regulation (EU) 2022 / 1288 of 6 April 2022 supplementing Regulation (EU) 2019 / 2088 of the European Parliament and of the Council** with ~~associated delegated~~ **regard to regulatory technical standards specifying the details of the content and presentation of the information in** ~~regulation~~ -- **relation to the principle of ' do no significant harm'** , ~~introduce mandatory~~ **specifying the content, methodologies and presentation of information in relation to sustainability indicators and adverse sustainability impacts, and the content and presentation of the information in relation to the promotion of environmental or social characteristics and sustainable investment objectives in pre- contractual documents, on websites and in periodic reports. The European Securities and Markets Association published its Consultation Paper on Guidelines on funds' names using ESG or** sustainability- related ~~transparency~~ **terms in February 2023, which was subsequently updated through its Public Statement on 14 December 2023. The guidelines** and ~~disclosure~~ **related public statement both specify minimum** requirements for **the portfolio composition of** ~~fund~~ **funds** ~~managers actively~~ **using ESG or sustainability- related terms in their name. Such requirements include (but are not limited to) exclusions in respect of businesses in the oil and gas value chain. Once finalized and effective, the guidelines may apply to funds which have closed to investment and that changes to the investment portfolio of the Fund may be necessary. Comparable national regimes to the SFDR. In recent years, several other regulators (including in the United States and the UK) have announced upcoming regulatory initiatives requiring ESG- related disclosures, and sustainability related labels and** marketing **. For instance, on November 28, 2023,** ~~their~~ -- **the** ~~funds in the EEA~~ **UK Financial Conduct Authority published PS23 / 16** , ~~including funds~~ **the FCA' s Policy Statement on the Sustainability Disclosure Requirements and investment labels and GC23 / 3, the Guidance on the UK Anti- Greenwashing Rule (the latter of** which **captures all FCA- authorised firms** ~~are marketed as sustainable. The SFDR requires an Alternative Investment Fund Manager (" AIFM ")~~ ~~to disclose how sustainability risks are taken into account in investment decision making processes and certain AIFMs are required to disclose how they integrate principal adverse impact on sustainability factors into investment decisions~~ . ~~As a result, we must collect and disclose a large amount of additional data pursuant to these ESG regulations, which could materially increase the compliance burden and costs for our operations. •~~ UK TCFD reporting. Further, the U. K. Government' s stated policy goal is to introduce economy- wide mandatory Taskforce on Climate- related Financial Disclosures (" TCFD ") reporting by 2025. The U. K. is in the process of introducing mandatory TCFD- aligned disclosure requirements for U. K. firms. The regime captures (amongst others) any firm providing portfolio management (which includes managing investment or private equity or other private market activities consisting of either advising on investments or managing investments on a recurring or ongoing basis in connection with an arrangement which aims to invest in unlisted securities) where the assets under management exceed £ 5 billion calculated as a three- year rolling average. ~~It is unclear at this stage what impact this new regime will have on our business. •~~ Corporate Sustainability Due Diligence Directive. On February 23, 2022, the European Commission published its proposal for the Corporate Sustainability Due Diligence Directive (" CSDD "), which **if adopted,** will intensify scrutiny of human rights and environmental diligence systems for companies. Compliance with the CSDD ~~may~~ **will likely** create an additional compliance burden and increased legal, compliance, governance, reporting and other costs because of the need to collect certain information from portfolio companies to meet the reporting requirements. ~~•~~ Corporate Sustainability Reporting Directive. On January 5, 2023, the Corporate Sustainability Reporting Directive (Directive (EU) 2022 / 2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537 / 2014, Directive 2004 / 109 / EC, Directive 2006 / 43 / EC and Directive 2013 / 34 / EU, regarding corporate sustainability reporting (the " CSRD ") came into force. The CSRD introduces more detailed sustainability reporting requirements, including but not limited to, climate and environmental issues and factors related to social and corporate governance, such as equality, human rights and fair working conditions. In addition, CSRD requires external auditing and assurance of sustainability reports and is expected to implement mandatory ESG standards with more detailed reporting requirements. Compliance with the CSRD **will create an additional compliance burden and likely increase legal, compliance, governance, reporting and other costs. Compliance with frameworks of this nature** may create an additional compliance burden and increased legal, compliance, governance, reporting and other costs **to funds and / or fund managers and / or portfolio companies, including the Fund and TPG, because of the need to collect certain information to meet the disclosure requirements. In addition, where there are uncertainties regarding the operation of the framework, a lack of official, conflicting or inconsistent regulatory guidance, a lack of established market practice and / or data gaps or methodological challenges affecting the ability to collect relevant data, funds and / or fund managers may be required to engage third party advisors and / or service providers to fulfil the requirements, thereby exacerbating any increase in compliance burden and costs. Compliance with requirements of this nature also increase risks relating to financial supervision and enforcement action. To the extent that any applicable jurisdictions enact similar laws and / or frameworks, there is a risk that the Fund may not be able to maintain alignment of a particular investment with such frameworks, and / or may be subject to additional compliance burdens and costs, which might adversely affect the investment returns of the Fund** . Leveraged Transactions. In May 2017, the European Central Bank (" ECB ") issued guidance on leveraged transactions that applies to significant credit institutions supervised by the ECB in member states of the euro zone (i. e., those EU member states that have adopted the euro as their currency). Under the guidance, credit institutions should have in place internal policies that include a definition of " leveraged transactions. " Loans or credit exposures to a borrower should be regarded as leveraged transactions if (i) the borrower' s post- financing level of leverage exceeds a total debt to EBITDA ratio of 4. 0 times or (ii) the borrower is owned by one or more " financial sponsors. " For these purposes, a financial sponsor is an investment firm that undertakes private equity investments in and / or leveraged buyouts of companies. Following these guidelines, credit institutions in the euro zone could in the future limit, delay or restrict the availability of credit and / or increase the cost of credit for our funds or our funds' portfolio companies involved in leveraged transactions. Foreign Direct Investment. A number of jurisdictions continue to establish or strengthen restrictions on foreign direct investment. These countries often authorize their heads of state and / or regulatory bodies to block or impose conditions on certain transactions, such as investments, acquisitions and divestitures, if they threaten national security. In addition, many jurisdictions restrict foreign investment in assets important to national security by taking steps such as limiting foreign equity investment, implementing investment screening or approval mechanisms and restricting foreigners from serving as key personnel. These laws could limit our funds' ability to make or exit investments or impose burdensome notification requirements, operational restrictions or delays in pursuing and consummating transactions. Hong Kong Security Law. On June 30, 2020, the National People' s Congress of China passed a national security law (the " National Security Law "), which criminalizes certain offenses, including secession, subversion of the Chinese government, terrorism and collusion with foreign entities. The National Security Law also applies to non- permanent residents. Although the extra- territorial reach of the National Security Law remains unclear, there is a risk that its application to conduct outside the Hong Kong Special Administrative Region of the People Republic of China (" Hong Kong ") by non- permanent residents of Hong Kong could limit the activities of or negatively impact us, our funds and / or our funds' portfolio companies. The United States, the United Kingdom and several EU countries have expressed concerns regarding the National Security Law. The United States and other countries may take action against China, its leaders and leaders of Hong Kong, which may include the imposition of sanctions. Escalation of tensions resulting from the National Security Law, including conflict between China and other countries, protests and other government measures, as well as other economic, social or political unrest in the future, could negatively impact the security and stability of the region and have a material adverse effect on countries in which we, our funds and our funds' portfolio companies or any of their respective personnel or assets are located. While we maintain offices in Hong Kong and our funds invest in portfolio companies that operate in Hong Kong or are currently or expected to be listed on the Stock Exchange of Hong Kong (which investments comprise approximately 3 % of our AUM), none of our funds invests exclusively in Hong Kong; our Hong Kong operations, including our personnel and investments, do not represent a significant portion of our business; and our portfolio companies do not generally engage in commercial practices that would implicate the National Security Law. Nevertheless, the aforementioned risks, including an expansionary application of the National Security Law in unpredictable circumstances by the Chinese authorities, and any downturn in Hong Kong' s economy could negatively impact the industries in which we participate, negatively impact our, our funds' or their portfolio companies' operations and have a material adverse effect on our results of operations, financial condition and cash flow. See " — Risks Related to Our Business — Changes in China' s governmental policies could have an adverse effect on our business and operations. " Data Privacy. We and our funds' portfolio companies collect personally identifiable information and other sensitive and confidential data as an integral part of our business processes. Our compliance obligations include those relating to U. S. data privacy and security laws such as the California Consumer Privacy Act (the " CCPA ") and the California Privacy Rights Act (the " CPRA "), which provides for enhanced consumer protections for California residents, a private right of action for data breaches and statutory fines and damages for data breaches or other CCPA or CPRA violations, as well as a requirement of " reasonable " cybersecurity. The adoption, interpretation and application of privacy laws or regulations in the U. S., EU (and its member states), the U. K. and elsewhere are often uncertain and in flux, and in some cases, laws or regulations in one country may be inconsistent with, or contrary to, those of another country. Federal, state, and foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws and regulations affecting data privacy. Any of our U. S. operations may be impacted by a growing movement to adopt comprehensive privacy and data protection laws similar to the GDPR, where such laws focus on privacy as an individual right in general. For example, the State of California has passed the CCPA. The CCPA generally applies to businesses that collect personal information about California consumers, and either meet certain thresholds with respect to revenue or buying and / or selling consumers' personal information. The CCPA imposes stringent legal and operational obligations on such businesses as well as certain affiliated entities that share common branding. The CCPA is enforceable by the California Attorney General. Additionally, if unauthorized access, theft or disclosure of a consumer' s personal information occurs, and the business did not maintain reasonable security practices, consumers could file a civil action (including a class action) without having to prove actual damages. Statutory damages range from $ 100 to $ 750 per consumer per incident, or actual damages, whichever is greater. The California Attorney General also may impose civil penalties ranging from $ 2, 500 to $ 7, 500 per violation. Further, California passed the CPRA to amend and extend the protections of the CCPA. Under the CPRA, California will establish a new state agency focused on the enforcement of its privacy laws, likely leading to greater levels of enforcement and greater costs related to compliance with the CCPA and CPRA. Other states in the U. S., have either passed, proposed or are considering similar laws and regulations to the CCPA and GDPR (such as the Nevada Privacy of Information Collected on the Internet from Consumers Act, which became effective on October 1, 2021, the Virginia Consumer Data Protection Act passed March 2, 2021, the Colorado Privacy Act passed on July 8, 2021, the Utah Consumer Privacy Act passed on March 24, 2022, and the Connecticut Data Privacy Act passed on May 10, 2022, all of which will become effective in 2023), which could impose similarly significant costs, potential liabilities and operational and legal obligations. Such laws and regulations are expected to vary from jurisdiction to jurisdiction, thus further increasing costs, operational and legal burdens, and the potential for significant liability on regulated entities. Many foreign countries and governmental bodies, including the EU and other relevant jurisdictions where we and our funds' portfolio companies conduct business, have laws and regulations concerning the collection and use of personally identifiable information and other data obtained from their residents or by businesses operating within their jurisdiction that are more restrictive than those in the United States. These more restrictive laws include, but are not limited to, the GDPR, as it forms part of the laws of England, Wales, Scotland and Northern Ireland by virtue of section 3 of the European Union (Withdrawal) Act 2018 (“ UK GDPR ”), the Hong Kong Personal Data (Privacy) Ordinance and the Australian Privacy Act. Privacy and cybersecurity laws in China, Hong Kong, Singapore, Korea, India and other jurisdictions may also impact data in those jurisdictions, including by requiring the localization of such data or subjecting such systems to intrusive governmental inspections. These legal and contractual arrangements heighten our privacy obligations in the ordinary course of conducting our business in the United States and internationally. While we have made significant efforts and investment to develop policies and procedures to address data privacy laws, we potentially remain exposed to liability, particularly given the continued and rapid development of privacy laws and regulations around the world and increased enforcement action. Any inability, or perceived inability, by us or our funds’ portfolio companies to adequately address privacy concerns, or comply with applicable laws, regulations, policies, industry standards and guidance, contractual obligations, or other legal obligations, even if unfounded, could result in significant regulatory liability (for example, depending on the nature and severity of the breach (and with a requirement on regulators to ensure any enforcement action taken is proportionate), non-compliance with the GDPR and UK GDPR could (in the worst case) attract regulatory penalties up to the greater of: (i) € 20 million / £ 17. 5 million (as applicable); and (ii) 4 % of an entire group’ s total annual worldwide turnover, as well as the possibility of other enforcement actions), third- party liability, increased costs, disruption of our and our funds’ portfolio companies’ business and operations and loss of client (including investor) confidence and other reputational damage. Furthermore, as new privacy- related laws and regulations are implemented, the time and resources needed for us and our funds’ portfolio companies to comply with such laws and regulations continues to increase. New prudential regimes for U. K. investment firms. The U. K. has implemented a new prudential regime for investment firms (which mirrors similar measures being implemented in the EU) known as the Investment Firms Prudential Regime (the “ IFPR ”). The IFPR applies to TPG Europe, LLP, our London- based affiliate (“ TPG Europe ”), and relates to the firm’ s regulatory capital requirements, remuneration rules as well as internal governance, disclosure, reporting and liquidity requirements. The withdrawal of the U. K. from the EU could have a range of adverse consequences for us, our funds or our funds’ portfolio companies. Brexit has impacted our European operations. TPG Europe is authorized and regulated in the U. K. as an investment firm by the FCA and is permitted to carry on certain regulated activities, acting as a sub- advisor mainly to our U. S. operations. Prior to the end of the transition period, TPG Europe benefitted from access to the cross- border services “ passport ” under the European Markets in Financial Instruments Directive (the “ MiFID Passport ”). The MiFID Passport allowed U. K. regulated firms such as TPG Europe to provide regulated services to clients in EEA member states without needing to be separately authorized or licensed in each jurisdiction. The MiFID Passport ceased to be available to TPG Europe at the end of the above- described transition period and, where relevant, it must now operate on a cross- border basis pursuant to licensing exemptions. In light of the continuing uncertainty surrounding Brexit, there can be no assurance that any renegotiated laws or regulations will not have an adverse impact on TPG Europe and its operations. Our structure involves complex provisions of U. S. federal income tax law for which no clear precedent or authority may be available. Our structure is also subject to on- going future potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis. The U. S. federal income tax treatment of our structure and transactions undertaken by us depends in some instances on determinations of fact and interpretations of complex provisions of U. S. federal income tax law for which no clear precedent or authority may be available. **The** ~~Our stockholders should also be aware that the~~ U. S. federal income tax rules are constantly under review by persons involved in the legislative process, the IRS and the U. S. Department of the Treasury, frequently resulting in revised interpretations of established concepts, statutory changes, revisions to regulations and other modifications and interpretations. For example, it is possible that future legislation increases the U. S. federal income tax rates applicable to corporations. No prediction can be made as to whether any particular proposed legislation will be enacted or, if enacted, what the specific provisions or the effective date of any such legislation would be, or whether it would have any effect on us. As such, we cannot assure our stockholders that future legislative, administrative or judicial developments will not result in an increase in the amount of U. S. tax payable by us, our funds, portfolio companies owned by our funds or by investors in our Class A common stock. If any such developments occur, our business, results of operation and cash flows could be adversely affected and such developments could have an adverse effect on our stockholders’ investment in our Class A common stock. Our effective tax rate and tax liability is based on the application of current income tax laws, regulations and treaties. These laws, regulations and treaties are complex, and the manner which they apply to us and our funds is sometimes open to interpretation. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. Although management believes its application of current laws, regulations and treaties to be correct and sustainable upon examination by the tax authorities, the tax authorities could challenge our interpretation, resulting in additional tax liability or adjustment to our income tax provision that could increase our effective tax rate. Regarding the impact of our status as a corporation on our income taxes, see Note 13, “ Income Taxes, ” to the Consolidated Financial Statements. Tax laws, regulations or treaties newly enacted or enacted in the future may cause us to revalue our net deferred tax assets and have a material change to our effective tax rate and tax liabilities. **For example** ~~In December 2020~~ , the **TCJA** ~~IRS released final regulations under Section 162 (m)~~ , **and guidance interpreting the TCJA since its enactment in 2017, have resulted in many significant changes to the U. S. federal income tax laws, some of** which ~~addressed changes made by the TCJA and, among other things, extended the coverage of Section 162 (m) to include compensation paid by a partnership for services performed for it by a covered employee of a corporation that is a partner in the partnership. These regulations~~ could **adversely impact** ~~meaningfully reduce the amount of tax deductions available to~~ us **and /** ~~in future years for~~ - **or our portfolio companies** ~~compensation paid to covered employees~~ . Further, foreign, state and local governments may ~~continue to~~ enact tax laws in response to the TCJA that could result in further changes to foreign, state and local taxation and have a material adverse effect on our results of operations, financial condition and cash flow. Moreover, on August 16, 2022, the Inflation Reduction Act of 2022 (" IRA ") was enacted in the United States. The IRA, among other things, includes a 15 % minimum tax on adjusted financial statement income of corporations with average annual adjusted financial statement income in excess of $ 1 billion over a three- year period, a 1 % excise tax on stock repurchases and additional clean energy tax incentives. There are significant uncertainties relating to the application of the IRA. Although the IRS and Treasury **have** released ~~preliminary~~ **certain** guidance under the IRA, significant uncertainties ~~remained~~ -- **remain** after such guidance was issued, and it is not clear when additional guidance will be issued. **The Company** ~~We are assessing the impact of the IRA on us and our financial statements and~~ will continue to ~~do so as further~~ **evaluate its future impact if additional** guidance ~~and information becomes available~~ **is issued by the U. S. Department of the Treasury** . The U. S. Congress, the Organization for Economic Co- operation and Development (the " OECD ") and other government agencies in jurisdictions in which we invest or do business remain focused on the taxation of organizations, such as TPG. The OECD, which represents a coalition of member countries, is contemplating changes to numerous longstanding tax principles through its base erosion and profit shifting (" BEPS ") project, which focuses on a number of issues, including profit shifting among affiliated entities in different jurisdictions, interest deductibility and eligibility for the benefits of double tax treaties. Several of the proposed measures, including measures relating to the deductibility of interest expense, local nexus requirements, transfer pricing, treaty qualification and hybrid instruments could potentially be relevant to some of our ownership structures and could have an adverse tax impact on us, our funds, investors and / or our funds' portfolio companies. Some member countries have been moving forward on the BEPS agenda but, because the timing of implementation and the specific measures adopted will vary among participating states, significant uncertainty remains regarding the impact of the BEPS proposals. If implemented, these and other proposals could result in increased taxes on income from our investments and increased non- U. S. taxes on our management fees. In addition, on October 8, 2021, the OECD / G20 inclusive framework on BEPS (the " Inclusive Framework ") published a statement updating and finalizing the key components of a two- pillar plan on global tax reform under the BEPS project originally agreed on July 1, 2021, and a timetable for implementation ~~by 2023, which has since been extended in certain important respects to 2024~~ . Under pillar one, a portion of the residual profits of multinational businesses with global turnover above € 20 billion and a profit margin above 10 % will be allocated to market countries where such allocated profits would be taxed, and under pillar two, the Inclusive Framework has agreed on a global minimum corporate tax rate of 15 % for companies with revenue above € 750 million, calculated on a country- by- country basis. Over 130 members of the Inclusive Framework are participating in the two- pillar plan. The OECD has published model rules and other guidance with respect to the two- pillar plan, and **further** additional guidance is expected to be published in **2024. A number of jurisdictions, including the United Kingdom and certain European Union Member States, have announced proposals to implement aspects of the pillar two proposals with effect from December 31,** 2023 **(broadly, the " income inclusion rule " and the " domestic top- up tax ") with further aspects to be introduced from December 31, 2024 (broadly, the " undertaxed payments rule ")** . **As the two- pillar plan has partially taken effect in some, but not all, jurisdictions for the taxable year beginning on January 1, 2024, there is still uncertainty as to how the two- pillar plan will be applied evenly during this transition period. We are currently monitoring the developments of the two- pillar plan and are evaluating its potential impact on our financial results,** ~~Although~~ -- **though** the **implementation** ~~timing and scope~~ of any new **legislation** ~~provisions, which may be implemented by the Inclusive Framework members are currently subject to significant uncertainty, the implementation of any~~ could negatively impact us, our funds, our funds' portfolio companies and our investors. Under the TCJA, investments must be held for more than three years, rather than the prior requirement of more than one year, for performance allocations to be treated for U. S. federal income tax purposes as capital gain. In connection with the enactment of the IRA, certain proposals were made, that if enacted, would have significantly extended the required holding period rules and the scope of the rules governing the taxation of certain performance allocations. While these proposals were not ultimately included in the IRA, those proposals, or other similar proposals, could be adopted pursuant to future legislation. The longer holding period requirement under the TCJA (or as may be enacted under any current future proposals) may result in some or all of our performance allocations being treated as short- term capital gain, which would materially increase the amount of taxes that our employees and other key personnel holding equity would be required to pay. In January 2021, the IRS released regulations implementing the performance allocation provisions that were enacted as part of the TCJA. The tax consequences of such regulations are uncertain. Although most proposals regarding the taxation of performance allocations still require gain realization before applying short- term capital gain rates, legislation has been proposed that would assume a deemed annual return on performance allocations and tax that amount annually, with a true- up once the assets are sold. In addition, following the TCJA, the tax treatment of performance allocations has continued to be an area of focus for policymakers and government officials, which could result in a further regulatory action by federal or state governments. For example, certain states, including New York and California, have proposed legislation to levy additional state tax on performance allocations. Tax authorities and legislators in other jurisdictions that TPG has investments or employees in could clarify, modify or challenge their treatment of performance allocations. See " Risks Related to Our Industry — Changes in the U. S. political environment and financial regulatory changes in the United States could negatively impact our business. " We may be required to fund withholding tax upon certain exchanges of Common Units into shares of our Class A common stock (or, in certain cases, shares of our nonvoting Class A common stock) by non- U. S. holders. In the event of a transfer by a non- U. S. transferor of an interest in a partnership, the transferee generally must withhold tax in an amount equal to ten percent of the amount realized (as determined for U. S. federal income tax purposes) by the transferor on such transfer absent an exception. Holders of Common Units may include non- U. S. holders. Pursuant to the **A & R** Exchange Agreement, a non- U. S. holder of Common Units is entitled to have such holder' s Common Units exchanged for cash from a substantially concurrent public offering or private sale (based on the closing price per share of the Class A common stock on the day before the pricing of such public offering or private sale (taking into account customary brokerage commissions or underwriting discounts actually incurred)) or (at our option) shares of our Class A common stock (or, in certain cases, shares of our nonvoting Class A common stock). To the extent withholding is required and we elect to deliver shares of our Class A common stock (or, in certain cases, shares of our nonvoting Class A common stock) rather than cash, we may not have sufficient cash to satisfy such withholding obligation, and we may be required to incur additional indebtedness or sell shares of our Class A common stock in the open market to raise additional cash in order to satisfy our withholding tax obligations. If ~~a~~ **the** TPG Operating Group partnership were to become a publicly traded partnership taxable as a corporation for U. S. federal income tax purposes, we and the TPG Operating Group partnership might be subject to potentially significant tax inefficiencies, and we would not be able to recover payments previously made under the Tax Receivable Agreement even if the corresponding tax benefits were subsequently determined to have been unavailable due to such status. We intend to operate such that ~~no~~ **the** TPG Operating Group partnership **does not** ~~becomes~~ **become** a publicly traded partnership taxable as a corporation for U. S. federal income tax purposes. A " publicly traded partnership " is a partnership the interests of which are traded on an established securities market or readily tradable on a secondary market or the substantial equivalent thereof. Under certain circumstances, exchanges of Common Units pursuant to the **A & R** Exchange Agreement or other transfers of Common Units could cause ~~a~~ **the** TPG Operating Group partnership to be treated like a publicly traded partnership. From time to time, the U. S. Congress has considered legislation to change the tax treatment of partnerships and there can be no assurance that any such legislation will not be enacted or if enacted will not be adverse to us. If ~~any~~ **the** TPG Operating Group partnership were to become a publicly traded partnership taxable as a corporation for U. S. federal income tax purposes, significant tax inefficiencies might result for us and the TPG Operating Group partnership, including as a result of our inability to file a consolidated U. S. federal income tax return with the TPG Operating Group partnership. In addition, we may not be able to realize tax benefits covered under the Tax Receivable Agreement and would not be able to recover any payments previously made under the Tax Receivable Agreement, even if the corresponding tax benefits (including any claimed increase in the tax basis of the TPG Operating Group partnership' s assets) were subsequently determined to have been unavailable.