

Och-Ziff Capital Management Group LLC  
Form 10-Q  
November 06, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2018  
Commission File Number 001-33805

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
(Exact Name of Registrant as Specified in its Charter)

Delaware 26-0354783  
(State of Incorporation) (I.R.S. Employer Identification Number)

9 West 57th Street, New York, New York 10019  
(Address of Principal Executive Offices)  
Registrant's telephone number: (212) 790-0000

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any

new or revised financial accounting standards  
provided pursuant to Section 13(a) of the Exchange  
Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of October 30, 2018, there were 191,620,504 Class A Shares and 300,339,478 Class B Shares outstanding.

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OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
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Defined Terms

2007 Offerings	Refers collectively to our IPO and the concurrent private offering of approximately 38.1 million Class A Shares to DIC Sahir Limited, a wholly owned indirect subsidiary of Dubai Holdings LLC
active executive managing directors	Executive managing directors who remain active in our business
Annual Report	Our annual report on Form 10-K for the year ended December 31, 2017, dated February 23, 2018 and filed with the SEC
Class A Shares	Our Class A Shares, representing Class A limited liability company interests of Och-Ziff Capital Management Group LLC, which are publicly traded and listed on the NYSE
Class B Shares	Class B Shares of Och-Ziff Capital Management Group LLC, which are not publicly traded, are currently held solely by our executive managing directors and have no economic rights but entitle the holders thereof to one vote per share together with the holders of our Class A Shares
CLOs	Collateralized loan obligations
Exchange Act	Securities Exchange Act of 1934, as amended
executive managing directors	The current limited partners of the Oz Operating Partnerships other than our intermediate holding companies, including our founder, Daniel S. Och, and, except where the context requires otherwise, include certain limited partners who are no longer active in our business
funds	The multi-strategy funds, dedicated credit funds, including opportunistic credit funds and Institutional Credit Strategies products, real estate funds and other alternative investment vehicles for which we provide asset management services
GAAP	U.S. generally accepted accounting principles
Group A Units	Refers collectively to one Class A operating group unit in each of the Oz Operating Partnerships. Group A Units are equity interests held by our executive managing directors
Group B Units	Refers collectively to one Class B operating group unit in each of the Oz Operating Partnerships. Group B Units are equity interests held by our intermediate holding companies
Group D Units	Refers collectively to one Class D operating group unit in each of the Oz Operating Partnerships. Group D Units are non-equity, limited partner profits interests held by our executive managing directors
Group P Units	Refers collectively to one Class P operating group unit in each of the Oz Operating Partnerships. Group P Units are equity interests held by our executive managing directors
Institutional Credit Strategies	Our asset management platform that invests in performing credits, including leveraged loans, high-yield bonds, private credit/bespoke financing and investment grade credit via CLOs and other customized solutions
intermediate holding companies	Refers collectively to Oz Corp and Oz Holding, both of which are wholly owned subsidiaries of Och-Ziff Capital Management Group LLC

IPO

Our initial public offering of 36.0 million Class A Shares that occurred in November 2007

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NYSE	New York Stock Exchange
the Company, the firm, we, us, our	Refers, unless the context requires otherwise, to Och-Ziff Capital Management Group LLC, a Delaware limited liability company, and its consolidated subsidiaries, including the Oz Operating Group
Oz Corp	Och-Ziff Holding Corporation, a Delaware corporation
Oz Holding	Och-Ziff Holding LLC, a Delaware limited liability company
Oz Operating Group	Refers collectively to the Oz Operating Partnerships and their consolidated subsidiaries
Oz Operating Partnerships	Refers collectively to OZ Management LP, OZ Advisors LP and OZ Advisors II LP
Partner Equity Units	Refers collectively to the Group A Units and Group P Units
Preferred Units	One Class A cumulative preferred unit in each of the Oz Operating Partnerships collectively represents one "Preferred Unit." Certain of our executive managing directors collectively own 100% of the Preferred Units
PSUs	Class A performance-based RSUs
Registrant	Och-Ziff Capital Management Group LLC, a Delaware limited liability company
RSUs	Class A restricted share units
SEC	U.S. Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended
Special Investments	Investments that we, as investment manager, believe lack a readily ascertainable market value, are illiquid or should be held until the resolution of a special event or circumstance
Ziffs	Refers collectively to Ziff Investors Partnership, L.P. II and certain of its affiliates and control persons

#### Available Information

We file annual, quarterly and current reports, proxy statements and other information required by the Exchange Act with the SEC. We make available free of charge on our website ([www.ozm.com](http://www.ozm.com)) our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and any amendments to those filings as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. We also use our website to distribute company information, and such information may be deemed material. Accordingly, investors should monitor our website, in addition to our press releases, SEC filings and public conference calls and webcast. The contents of our website are not, however, a part of this report.

Also posted on our website in the “Public Investors – Governance” section are charters for our Audit Committee; Compensation Committee; Nominating, Corporate Governance and Conflicts Committee and Corporate Responsibility and Compliance Committee, as well as our Corporate Governance Guidelines and Code of Business Conduct and Ethics governing our directors, officers and employees. Information on, or accessible through, our website is not a part of, and is not incorporated into, this report or any other SEC filing. Copies of our SEC filings or corporate governance materials are available without charge upon written request to Och-Ziff Capital Management Group LLC, 9 West 57th Street, New York, New York 10019, Attention: Office of the Secretary. Any materials we file with the SEC are also publicly available through the SEC’s website ([www.sec.gov](http://www.sec.gov)).

No statements herein, available on our website or in any of the materials we file with the SEC constitute, or should be viewed as constituting, an offer of any fund.

#### Forward-Looking Statements

Some of the statements under “Part I — Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” which we refer to as the “MD&A,” “Part I — Item 3. Quantitative and Qualitative Disclosures About Market Risk,” “Part II — Item 1A. Risk Factors” and elsewhere in this quarterly report may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act that reflect our current views with respect to, among other things, future events and financial performance. We generally identify forward-looking statements by terminology such as “outlook,” “believe,” “expect,” “potential,” “continue,” “may,” “will,” “should,” “could,” “seek,” “approximately,” “predict,” “intend,” “plan,” “estimate,” “anticipate,” “opportunity,” “comfortable,” “assume,” “maintain,” “sustain,” “achieve,” “see,” “think,” “position” or the negative version of those words or other comparable words. Any forward-looking statements contained herein are based upon historical information and on our current plans, estimates and expectations. The inclusion of this or other forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved.

We caution that forward-looking statements are subject to numerous assumptions, estimates, risks and uncertainties, including but not limited to the following: global economic, business, market and geopolitical conditions; U.S. and foreign regulatory developments relating to, among other things, financial institutions and markets, government oversight, fiscal and tax policy; the outcome of third-party litigation involving us; the consequences of the Foreign Corrupt Practices Act settlements with the SEC and the U.S. Department of Justice (the “DOJ”); conditions impacting the alternative asset management industry; our ability to retain existing fund investor capital; our ability to successfully compete for fund investors, assets, professional talent and investment opportunities; our ability to retain our active executive managing directors, managing directors and other investment professionals; our successful formulation and execution of our business and growth strategies; our ability to appropriately manage conflicts of interest and tax and other regulatory factors relevant to our business; and assumptions relating to our operations, investment performance, financial results, financial condition, business prospects, growth strategy and liquidity. If one or more of these or other risks or uncertainties materialize, or if our assumptions or estimates prove to be incorrect, our actual results may vary materially from those indicated in these statements. These factors are not and should not be construed as exhaustive and should be read in conjunction with the other cautionary statements and risks that are included in our filings with the SEC, including but not limited to our Annual Report.

There may be additional risks, uncertainties and factors that we do not currently view as material or that are not known. The forward-looking statements contained in this report are made only as of the date of this report. We do not undertake to update any forward-looking statement because of new information, future developments or otherwise.



## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

## OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC

## CONSOLIDATED BALANCE SHEETS — UNAUDITED

	September 30, 2018	December 31, 2017
	(dollars in thousands)	
Assets		
Cash and cash equivalents	\$ 195,041	\$ 469,513
Investments (includes assets measured at fair value of \$452,959 and \$224,722, including assets sold under agreements to repurchase of \$42,526 and \$0 as of September 30, 2018, and December 31, 2017, respectively)	485,210	238,974
Income and fees receivable	39,522	354,456
Due from related parties	32,344	28,202
Deferred income tax assets	367,240	375,230
Other assets, net	79,145	116,361
Assets of consolidated funds:		
Investments of consolidated funds, at fair value	183,894	43,366
Other assets of consolidated funds	39,302	13,331
Total Assets	\$ 1,421,698	\$ 1,639,433
Liabilities and Shareholders' (Deficit) Equity		
Liabilities		
Compensation payable	\$ 66,589	\$ 208,639
Unearned incentive	67,985	143,710
Due to related parties	281,996	281,555
Debt obligations	290,127	569,379
Securities sold under agreements to repurchase	42,378	—
Other liabilities	75,081	75,122
Liabilities of consolidated funds:		
Other liabilities of consolidated funds	37,134	11,340
Total Liabilities	861,290	1,289,745
Commitments and Contingencies (Note 16)		
Redeemable Noncontrolling Interests (Note 3)	585,206	445,617
Shareholders' (Deficit) Equity		
Class A Shares, no par value, 1,000,000,000 shares authorized, 191,607,259 and 189,573,210 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	—	—
Class B Shares, no par value, 750,000,000 shares authorized, 300,339,478 and 339,339,478 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	—	—
Paid-in capital	3,128,587	3,102,074
Accumulated deficit	(3,559,259 )	(3,555,905 )

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Shareholders' deficit attributable to Class A Shareholders	(430,672 )	(453,831 )
Shareholders' equity attributable to noncontrolling interests	405,874	357,902
Total Shareholders' Deficit	(24,798 )	(95,929 )
Total Liabilities, Redeemable Noncontrolling Interests and Shareholders' Deficit	\$1,421,698	\$1,639,433

See notes to consolidated financial statements.

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OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) — UNAUDITED

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2018	2017	2018	2017	
	(dollars in thousands)				
Revenues					
Management fees	\$70,675	\$ 77,171	\$213,718	\$ 243,508	
Incentive income	19,303	51,249	104,793	168,990	
Other revenues	3,342	1,524	11,751	4,081	
Income of consolidated funds	507	2,055	1,741	3,518	
Total Revenues	93,827	131,999	332,003	420,097	
Expenses					
Compensation and benefits	74,635	74,490	218,061	214,112	
Interest expense	4,820	5,611	18,923	17,043	
General, administrative and other	50,289	33,136	136,648	114,229	
Expenses of consolidated funds	(5	) 8,824	103	9,368	
Total Expenses	129,739	122,061	373,735	354,752	
Other (Loss) Income					
Net losses on early retirement of debt	—	—	(14,303	) —	
Net (losses) gains on investments in funds and joint ventures	(541	) 264	(1,014	) 1,050	
Net gains of consolidated funds	290	7,658	756	8,278	
Total Other (Loss) Income	(251	) 7,922	(14,561	) 9,328	
(Loss) Income Before Income Taxes	(36,163	) 17,860	(56,293	) 74,673	
Income taxes	(860	) 1,942	(372	) 17,242	
Consolidated and Comprehensive Net (Loss) Income	(35,303	) 15,918	(55,921	) 57,431	
Less: Net loss (income) attributable to noncontrolling interests	21,140	(9,760	) 33,945	(41,680	)
Less: Net income attributable to redeemable noncontrolling interests	(374	) (432	) (1,327	) (1,238	)
Net (Loss) Income Attributable to Och-Ziff Capital Management Group LLC	(14,537	) 5,726	(23,303	) 14,513	
Less: Change in redemption value of Preferred Units	—	—	—	(2,853	)
Net (Loss) Income Attributable to Class A Shareholders	\$(14,537)	\$ 5,726	\$(23,303)	\$ 11,660	
(Loss) Earnings per Class A Share					
(Loss) Income per Class A Share - basic	\$(0.08	) \$ 0.03	\$(0.12	) \$ 0.06	
(Loss) Income per Class A Share - diluted	\$(0.08	) \$ 0.03	\$(0.12	) \$ 0.06	
Weighted-average Class A Shares outstanding - basic	192,657,766	186,235,651	192,485,281	186,201,389	
Weighted-average Class A Shares outstanding - diluted	192,657,766	186,235,651	192,485,281	186,201,389	

See notes to consolidated financial statements.



OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' (DEFICIT) EQUITY — UNAUDITED  
Och-Ziff Capital Management Group LLC

	Number of Class A Shares	Number of Class B Shares	Paid-in Capital	Accumulated Deficit	Shareholders' Deficit Attributable to Class A Shareholders	Shareholders' Equity Attributable to Noncontrolling Interests	Total Shareholders' Equity (Deficit)
(dollars in thousands)							
As of December 31, 2017	189,573,210	339,339,478	\$3,102,074	\$(3,555,905)	\$(453,831)	\$ 357,902	\$(95,929)
Impact of adoption of ASU 2014-09	—	—	—	41,922	41,922	75,062	116,984
Capital contributions	—	—	—	—	—	750	750
Capital distributions	—	—	—	—	—	(17,690)	(17,690)
Cash dividends declared on Class A Shares (\$0.07 per share)	—	—	—	(13,354)	(13,354)	—	(13,354)
Dividend equivalents on Class A restricted share units	—	—	1,072	(1,072)	—	—	—
Equity-based compensation, net of taxes	1,556,563	(35,000,000)	7,803	—	7,803	10,673	18,476
Impact of changes in Oz Operating Group ownership (Note 3)	—	—	190	—	190	(190)	—
Comprehensive net income, excluding amounts attributable to redeemable noncontrolling interests	—	—	—	3,490	3,490	8,635	12,125
As of March 31, 2018	191,129,773	304,339,478	\$3,111,139	\$(3,524,919)	\$(413,780)	\$ 435,142	\$ 21,362
Capital contributions	—	—	—	—	—	128	128
Capital distributions	—	—	—	—	—	(6,793)	(6,793)
Cash dividends declared on Class A Shares (\$0.02 per share)	—	—	—	(3,823)	(3,823)	—	(3,823)
Dividend equivalents on Class A restricted share units	—	—	(195)	195	—	—	—
Equity-based compensation, net of taxes	139,812	(500,000)	9,025	—	9,025	12,344	21,369

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Impact of changes in Oz Operating Group ownership (Note 3)	—	—	(505	) —	(505	) 505	—
Comprehensive net loss, excluding amounts attributable to redeemable noncontrolling interests	—	—	—	(12,256	) (12,256	) (21,440	) (33,696
As of June 30, 2018	191,269,585	303,839,478	\$3,119,464	\$(3,540,803)	\$(421,339	) \$ 419,886	\$(1,453
Capital contributions	—	—	—	—	—	24	24
Capital distributions	—	—	—	—	—	(5,611	) (5,611
Cash dividends declared on Class A Shares (\$0.02 per share)	—	—	—	(3,829	) (3,829	) —	(3,829
Dividend equivalents on Class A restricted share units	—	—	90	(90	) —	—	—
Equity-based compensation, net of taxes	337,674	—	9,238	—	9,238	12,510	21,748
Relinquishment of Group A Units	—	(3,500,000	) —	—	—	—	—
Impact of changes in Oz Operating Group ownership (Note 3)	—	—	(205	) —	(205	) 205	—
Comprehensive net loss, excluding amounts attributable to redeemable noncontrolling interests	—	—	—	(14,537	) (14,537	) (21,140	) (35,677
As of September 30, 2018	191,607,259	300,339,478	\$3,128,587	\$(3,559,259)	\$(430,672	) \$ 405,874	\$(24,798

## OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC

## CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' (DEFICIT) EQUITY — UNAUDITED

## Och-Ziff Capital Management Group LLC

	Number of Class A Shares	Number of Class B Shares	Paid-in Capital	Accumulated Deficit	Shareholders' Deficit Attributable to Class A Shareholders	Shareholders' Equity Attributable to Noncontrolling Interests	Total Shareholders' Equity (Deficit)
(dollars in thousands)							
As of December 31, 2016	184,843,255	297,317,019	\$3,097,431	\$(3,563,452)	\$(466,021 )	\$ 171,929	\$(294,092 )
Capital contributions	—	—	—	—	—	251	251
Capital distributions	—	—	—	—	—	(4,563 )	(4,563 )
Cash dividends declared on Class A Shares (\$0.01 per share)	—	—	—	(1,849 )	(1,849 )	—	(1,849 )
Dividend equivalents on Class A restricted share units	—	—	151	(151 )	—	—	—
Equity-based compensation, net of taxes	283,698	172,459	7,451	—	7,451	10,766	18,217
Relinquishment of Group A Units	—	(30,000,000 )	—	—	—	—	—
Impact of changes in Oz Operating Group ownership (Note 3)	—	—	(12,173 )	—	(12,173 )	12,173	—
Dilution of proceeds from tax receivable agreement waiver	—	—	(21,219 )	—	(21,219 )	21,219	—
Change in redemption value of Preferred Units	—	—	(2,853 )	—	(2,853 )	(4,593 )	(7,446 )
Comprehensive net (loss) income, excluding amounts attributable to redeemable noncontrolling interests	—	—	—	(4,311 )	(4,311 )	9,778	5,467
As of March 31, 2017	185,126,953	267,489,478	\$3,068,788	\$(3,569,763)	\$(500,975 )	\$ 216,960	\$(284,015 )
Capital contributions	—	—	—	—	—	341	341
Capital distributions	—	—	—	—	—	(5,634 )	(5,634 )
Cash dividends declared on Class A Shares (\$0.02 per	—	—	—	(3,703 )	(3,703 )	—	(3,703 )

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share)								
Dividend equivalents								
on Class A restricted	—	—	114	(114	)	—	—	—
share units								
Equity-based								
compensation, net of	87,739	—	9,294	—	9,294	13,421	22,715	
taxes								
Class B Shares								
granted to holders of	—	71,850,000	—	—	—	—	—	—
Group P Units								
Impact of changes in								
Oz Operating Group	—	—	(46	)	—	(46	)	46
ownership (Note 3)								
Comprehensive net								
income, excluding								
amounts attributable	—	—	—	13,098	13,098	22,142	35,240	
to redeemable								
noncontrolling								
interests								
As of June 30, 2017	185,214,692	339,339,478	\$3,078,150	\$(3,560,482)	\$(482,332	)	\$247,276	\$(235,056
Capital contributions	—	—	—	—	—	191	191	
Capital distributions	—	—	—	—	—	(6,120	)	(6,120
Cash dividends								
declared on Class A	—	—	—	(3,704	)	(3,704	)	—
Shares (\$0.02 per								
share)								
Dividend equivalents								
on Class A restricted	—	—	173	(173	)	—	—	—
share units								
Equity-based								
compensation, net of	97,747	—	8,971	—	8,971	12,948	21,919	
taxes								
Impact of changes in								
Oz Operating Group	—	—	(47	)	—	(47	)	47
ownership (Note 3)								
Comprehensive net								
income, excluding								
amounts attributable	—	—	—	5,726	5,726	9,760	15,486	
to redeemable								
noncontrolling								
interests								
As of September 30,	185,312,439	339,339,478	\$3,087,247	\$(3,558,633)	\$(471,386	)	\$264,102	\$(207,284
2017								

See notes to consolidated financial statements.



OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
CONSOLIDATED STATEMENTS OF CASH FLOWS — UNAUDITED

	Nine Months Ended September 30,	
	2018	2017
	(dollars in thousands)	
Cash Flows from Operating Activities		
Consolidated net (loss) income	\$(55,921)	\$57,431
Adjustments to reconcile consolidated net (loss) income to net cash provided by operating activities:		
Amortization of equity-based compensation	67,848	63,696
Depreciation, amortization and net gains and losses on fixed assets	7,709	7,693
Net losses on early retirement of debt	14,303	—
Deferred income taxes	(3,341)	12,395
Net losses (gains) on investments in funds and joint ventures, net of dividends	4,238	(1,050)
Operating cash flows due to changes in:		
Income and fees receivable	343,769	98,791
Due from related parties	(4,141)	(2,308)
Other assets, net	35,489	27,175
Compensation payable	(145,612)	(152,838)
Unearned incentive income	23,697	26,754
Due to related parties	442	(153)
Other liabilities	8	(21,468)
Consolidated funds related items:		
Net gains of consolidated funds	(756)	(8,278)
Purchases of investments	(333,657)	(383,184)
Proceeds from sale of investments	194,802	146,907
Other assets of consolidated funds	(26,888)	(306,453)
Other liabilities of consolidated funds	25,792	78,044
Cash Provided by (Used in) Operating Activities	147,781	(356,846)
Cash Flows from Investing Activities		
Purchases of fixed assets	(3,596)	(3,857)
Proceeds from sale of fixed assets	—	57,599
Purchases of United States government obligations	(293,183)	(112,400)
Maturities of United States government obligations	20,500	—
Investments in funds	(152,272)	(132,102)
Proceeds from sales and maturities in investments in funds	172,950	4,310
Cash Used in Investing Activities	(255,601)	(186,450)

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
CONSOLIDATED STATEMENTS OF CASH FLOWS — (continued)

	Nine Months Ended September 30,	
	2018	2017
	(dollars in thousands)	
Cash Flows from Financing Activities		
Issuance and sale of Preferred Units, net of issuance costs	—	150,054
Contributions from noncontrolling and redeemable noncontrolling interests	150,074	3,066
Distributions to noncontrolling and redeemable noncontrolling interests	(41,005 )	(16,317 )
Dividends on Class A Shares	(21,006 )	(9,256 )
Proceeds from debt obligations, net of issuance costs	301,681	127,864
Repayment of debt obligations, including prepayment costs	(595,431 )	(167,319 )
Proceeds from securities sold under agreements to repurchase, net of issuance costs	42,348	—
Proceeds from debt obligations of consolidated CLO	—	666,712
Repayment of debt obligation of consolidated CLO	—	(222,434 )
Other	(3,313 )	(970 )
Cash (Used in) Provided by Financing Activities	(166,652 )	531,400
Net Change in Cash and Cash Equivalents	(274,472 )	(11,896 )
Cash and Cash Equivalents, Beginning of Period	469,513	329,813
Cash and Cash Equivalents, End of Period	\$195,041	\$317,917
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period:		
Interest	\$25,245	\$11,199
Income taxes	\$2,061	\$3,196
Non-cash transactions:		
Assets related to the initial consolidation of CLO	\$—	\$100,156
Liabilities related to the initial consolidation of CLO	\$—	\$99,878
Assets related to the deconsolidation of funds	\$—	\$653,629
Liabilities related to the deconsolidation of funds	\$—	\$629,282

See notes to consolidated financial statements.

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## 1. OVERVIEW

Och-Ziff Capital Management Group LLC (the “Registrant”), a Delaware limited liability company, together with its consolidated subsidiaries (collectively, the “Company”), is a global alternative asset management firm with offices in New York, London, Hong Kong, Mumbai, Beijing, and Shanghai. The Company provides asset management services to its investment funds, which pursue a broad range of global investment opportunities. The Company currently manages multi-strategy funds, dedicated credit funds, including opportunistic credit funds and Institutional Credit Strategies products, real estate funds and other alternative investment vehicles (collectively the “funds”). Through Institutional Credit Strategies, the Company’s asset management platform that invests in performing credits, the Company manages collateralized loan obligations (“CLOs”) and other customized solutions for clients.

The Company’s primary sources of revenues are management fees, which are based on the amount of the Company’s assets under management, and incentive income, which is based on the investment performance of its funds.

Accordingly, for any given period, the Company’s revenues will be driven by the combination of assets under management and the investment performance of the funds.

The Company currently has two operating segments: the Oz Funds segment and the Company’s real estate business.

The Oz Funds segment is currently the Company’s only reportable operating segment under U.S. generally accepted accounting principles (“GAAP”) and provides asset management services to the Company’s multi-strategy funds, dedicated credit funds and other alternative investment vehicles. The Company’s real estate business, which provides asset management services to its real estate funds, is included within Other Operations, as it does not meet the threshold of a reportable operating segment.

The Company generates substantially all of its revenues in the United States. The liability of the Company’s Class A Shareholders is limited to the extent of their capital contributions.

The Company conducts its operations through OZ Management LP, OZ Advisors LP and OZ Advisors II LP and their consolidated subsidiaries (collectively, the “Oz Operating Group”). References to the Company’s “executive managing directors” refer to the current limited partners of OZ Management LP, OZ Advisors LP and OZ Advisors II LP other than the Company’s intermediate holding companies, and include the Company’s founder, Daniel S. Och, and, except where the context requires otherwise, include certain limited partners who are no longer active in the business of the Company. References to the Company’s “active executive managing directors” refer to executive managing directors who remain active in the Company’s business. References to the “Ziffs” refer collectively to Ziff Investors Partnership, L.P. II and certain of its affiliates and control persons. References to the Company’s “intermediate holding companies” refer, collectively, to Och-Ziff Holding Corporation (“Oz Corp”) and Och-Ziff Holding LLC, each of which are wholly owned subsidiaries of the Registrant.

## 2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

These unaudited, interim, consolidated financial statements are prepared in accordance with GAAP as set forth in the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”), and should be read in conjunction with the audited consolidated financial statements included in the Company’s annual report on Form 10-K for the year ended December 31, 2017 (the “Annual Report”). In the opinion of management, all adjustments considered necessary for a fair presentation of the Company’s unaudited, interim, consolidated financial statements have been included and are of a normal and recurring nature. All significant intercompany transactions and balances have been eliminated in consolidation.

The results of operations presented for the interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. For example, incentive income for the majority of the Company’s multi-strategy assets under management is recognized in the fourth quarter each year, based on full year investment performance.



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#### Revenue Recognition Policies

The Company provides asset management services to its customers, including certain administrative services related to the funds' operations, in exchange for management and incentive fees, which are included in the Company's agreements with its customers. The services provided in connection with the identified performance obligations are satisfied over time. The agreements are generally automatically renewed on an annual basis unless the agreements are terminated by the general partner or directors of the respective funds.

#### Management Fees

Management fees for the Company's multi-strategy funds typically range from 0.98% to 2.25% annually of assets under management based on the net asset value of these funds. For the Company's opportunistic credit funds, management fees typically range from 0.75% to 1.75% annually based on the net asset value of these funds.

Management fees for Institutional Credit Strategies, which relate primarily to the Company's CLOs, generally range from 0.35% to 0.50% annually, and for CLOs are based on the par value of the collateral and cash held in the CLOs.

Management fees for the Company's real estate funds typically range from 0.75% to 1.50% annually based on the amount of capital committed or invested during the investment period, and on the amount of invested capital after the investment period. Management fees are recognized over the period during which the related services are performed. Management fees are generally calculated and paid to the Company on a quarterly basis in advance, based on the amount of assets under management at the beginning of the quarter. Management fees are prorated for capital inflows and redemptions during the quarter. Accordingly, changes in the Company's management fee revenues from quarter to quarter are driven by changes in the quarterly opening balances of assets under management, the relative magnitude and timing of inflows and redemptions during the respective quarter, as well as the impact of differing management fee rates charged on those inflows and redemptions.

The Company considers management fees to be a form of variable consideration, as the amount earned each quarter may depend on various contingencies, such as the value of assets under management, capital inflows and outflows during the period, or changes in committed or invested capital. Management fees, however, are generally crystallized at the end of each reporting period and are not subject to clawback and, therefore, the value of the management fees the Company is entitled to receive at the end of each quarter is generally no longer subject to the constraint.

#### Incentive Income

The Company earns incentive income based on the cumulative performance of the funds over a commitment period. Prior to the adoption of new revenue recognition accounting guidance in 2018, incentive income was recognized at the end of the applicable commitment period when the amounts were contractually payable, or "crystallized," and when no longer subject to clawback. Beginning in 2018, as a result of the adoption of the new revenue recognition accounting guidance, the Company recognizes incentive income when such amounts are probable of not significantly reversing. Incentive income is typically equal to 20% of the realized and unrealized profits, net of management fees, attributable to each fund investor in the Company's multi-strategy funds, open-end opportunistic credit funds and certain other funds. Incentive income excludes unrealized gains and losses attributable to investments that the Company, as investment manager, believes lack a readily ascertainable market value, are illiquid or should be held until the resolution of a special event or circumstance ("Special Investments"). For the Company's closed-end opportunistic credit funds, real estate funds and certain other funds, incentive income is typically equal to 20% of the realized profits, net of management fees, attributable to each fund investor. For CLOs, incentive income is typically 20% of the excess cash flows available to the holders of the subordinated notes.

The Company's ability to earn incentive income from some of its funds may be impacted by hurdle rates, whereby the Company is not entitled to incentive income until the investment returns exceed an agreed upon benchmark. For a portion of



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these assets subject to hurdle rates, once the investment performance has exceeded the hurdle rate, the Company may receive a preferential “catch-up” allocation, equal to a full 20% of the net profits attributable to investors in these assets. All of the Company’s multi-strategy funds and open-end opportunistic credit funds are subject to a perpetual loss carry forward, or perpetual “high-water mark,” meaning the Company will not be able to earn incentive income with respect to positive investment performance it generates for a fund investor in any year following negative investment performance until that loss is recouped, at which point a fund investor’s investment surpasses the high-water mark. The Company earns incentive income on any profits, net of management fees, in excess of the high-water mark.

The commitment period for most of the Company’s multi-strategy assets under management is for a period of one year on a calendar-year basis with income recognized annually, and therefore it generally crystallizes incentive income annually on December 31. The Company may also recognize incentive income related to fund investor redemptions at other times during the year, as well as on assets under management subject to commitment periods that are longer than one year. The Company may also recognize incentive income for tax distributions related to these assets. Such distributions are amounts distributed to the Company to cover tax liabilities related to incentive income that has been accrued at the fund level but would otherwise not be recognized by the Company until it is probable that a significant reversal will not occur. These distributions are not subject to clawback once distributed to the Company.

Incentive income is considered variable consideration, the recognition of which is subject to constraint. Incentive income is no longer constrained when it is probable that a significant reversal will not occur. Determining the amount of incentive income to record is subject to qualitative and quantitative factors including, where a fund is in its life-cycle, whether the Company has received or is entitled to receive incentive income distributions and potential sales of fund investments. The Company continuously evaluates whether there are additional considerations that could potentially impact the recognition of incentive income. To the extent that distributions have been received, but for which the recognition of incentive income is not appropriate, the Company will recognize a liability for unearned incentive income.

See Note 10 for additional information regarding the Company’s revenues.

#### Other Revenues

Other revenues consist primarily of interest income on investments in CLOs and cash and cash equivalents. Interest income is recognized on an effective yield basis. Additionally, prior to the sale of the Company’s aircraft in the first half of 2017, revenue related to non-business use of the corporate aircraft by certain executive managing directors was also included within other revenues. Revenue earned from non-business use of the corporate aircraft was recognized on an accrual basis based on actual flight hours.

#### Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase (“repurchase agreements”) are accounted for as collateralized financing transactions. The Company provides securities to counterparties to collateralize amounts borrowed under repurchase agreements on terms that permit the counterparties to repledge or resell the securities to others. Cash borrowed is included within securities sold under agreements to repurchase in the consolidated balance sheets. Securities transferred to counterparties under repurchase agreements are included within investments in the consolidated balance sheets. Interest expense incurred on these transactions is included within interest expenses in the consolidated statements of comprehensive income (loss). See Note 9 for additional information.

#### Recently Adopted Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition, and most industry-specific revenue recognition guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to





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customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Company adopted ASU 2014-09 using a modified retrospective application approach as of the beginning of the first quarter of 2018 to all contracts within the scope of the standard as of the date of adoption. As a result of the adoption of ASU 2014-09, the Company now recognizes certain incentive income earlier than as prescribed under guidance in effect for fiscal year 2017, as the threshold for recognition of incentive income under ASU 2014-09 is lower than under the previous standard. The Company recognized an opening adjustment to shareholders' equity of \$117.0 million, which is net of \$11.3 million of income tax, of which \$41.9 million was attributable to Class A shareholders.

The following table details the post-tax impact on the Company's opening shareholders' equity, by fund type, upon the adoption of ASU 2014-09:

	(dollars in thousands)
Multi-strategy funds	\$ 2,727
Opportunistic credit funds	24,462
Real estate funds	89,795
Total	\$ 116,984

The adoption of this guidance resulted in a decrease to the liability for unearned incentive income of \$99.4 million and an increase in income and fees receivable of \$28.8 million.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement. The Company elected to early adopt the standard in the third quarter of 2018. The impacts of adoption are reflected in certain disclosures in Note 4 and include removing disclosures related to: the amount of and reasons for transfers between Levels I and II of the fair value hierarchy, the policy for timing of transfers between levels, and the valuation processes for Level III fair value measurements. The adoption of the standard did not have a material effect on the Company's consolidated financial statements.

None of the other changes to GAAP that went into effect in the nine months ended September 30, 2018 had a material effect on the Company's consolidated financial statements.

#### Future Adoption of Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases. ASU 2016-02 requires that, for leases longer than one year, a lessee recognize in the consolidated balance sheets a right of use asset, representing the right to use the underlying asset for the lease term, and a lease liability, representing the requirement to make lease payments. The recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee have not significantly changed from existing guidance. The requirements of ASU 2016-02 are effective for the Company beginning in the first quarter of 2019. The Company expects its total assets and total liabilities in its consolidated balance sheets to increase upon adoption as a result of recording a lease asset and lease liability related to the Company's operating leases. The Company is continuing to evaluate the impact that this guidance will have on its consolidated financial statements. See Note 15 of the Company's Annual Report for details related to the Company's existing operating lease obligations.

None of the other changes to GAAP that are not yet effective are expected to have a material effect on the Company's consolidated financial statements.



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3. NONCONTROLLING INTERESTS AND OZ OPERATING GROUP OWNERSHIP

Noncontrolling interests represent ownership interests in the Company's subsidiaries held by parties other than the Company, and primarily relate to the Group A Units held by the Company's executive managing directors. Net (loss) income attributable to the Group A Units is driven by the earnings of the Oz Operating Group.

The following table presents the components of the net (loss) income attributable to noncontrolling interests:

	Three Months		Nine Months	
	Ended September		Ended September	
	30,	30,	30,	30,
	2018	2017	2018	2017
	(dollars in thousands)			
Group A Units	\$(21,798)	\$9,500	\$(35,343)	\$41,145
Other	658	260	1,398	535
	\$(21,140)	\$9,760	\$(33,945)	\$41,680

The following table presents the components of the shareholders' equity attributable to noncontrolling interests:

	September 30,		December 31,	
	2018	2017	2018	2017
	(dollars in thousands)			
Group A Units	\$400,822	\$ 353,791		
Other	5,052	4,111		
	\$405,874	\$ 357,902		

The Preferred Units and fund investors' interests in certain consolidated funds are redeemable outside of the Company's control. These interests are classified within redeemable noncontrolling interests in the consolidated balance sheets.

The following tables present the activity in redeemable noncontrolling interests:

	Three Months Ended September			Nine Months Ended September		
	30, 2018			30, 2018		
	Consolidated	Preferred	Total	Consolidated	Preferred	Total
	Funds	Units		Funds	Units	
	(dollars in thousands)					
Beginning balance	\$53,507	\$420,000	\$473,507	\$25,617	\$420,000	\$445,617
Capital contributions	111,887	—	111,887	149,172	—	149,172
Capital distributions	(562 )	—	(562 )	(10,910 )	—	(10,910 )
Comprehensive income	374	—	374	1,327	—	1,327
Ending Balance	\$165,206	\$420,000	\$585,206	\$165,206	\$420,000	\$585,206

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	Three Months Ended September 30, 2017			Nine Months Ended September 30, 2017		
	Consolidated Funds	Preferred Units	Total	Consolidated Funds	Preferred Units	Total
	(dollars in thousands)					
Beginning balance	\$24,678	\$420,000	\$444,678	\$21,621	\$262,500	\$284,121
Change in redemption value of Preferred Units	—	—	—	—	7,446	7,446
Preferred Units issuance, net of issuance costs	—	—	—	—	150,054	150,054
Capital contributions	32	—	32	2,283	—	2,283
Comprehensive income	432	—	432	1,238	—	1,238
Ending Balance	\$25,142	\$420,000	\$445,142	\$25,142	\$420,000	\$445,142

#### Oz Operating Group Ownership

The Company's equity interest in the Oz Operating Group increased to 42.6% as of September 30, 2018, from 41.5% as of December 31, 2017, (excluding Group P Units, as they are not yet participating in the economics of the Oz Operating Group). Changes in the Company's interest in the Oz Operating Group have historically been, and in the future may be, driven by the following: (i) the exchange of Group A Units and Group P Units for an equal number of Class A Shares, at which time the related Class B Shares are also canceled; (ii) the issuance of Class A Shares under the Company's Amended and Restated 2007 Equity Incentive Plan and 2013 Incentive Plan related to the settlement of Class A restricted share units (the "RSUs") or Class A performance-based RSUs (the "PSUs"); (iii) the forfeiture of Group A Units and participating Group P Units by a departing executive managing director; and (iv) the repurchase of Class A Shares and Group A Units. The Company's interest in the Oz Operating Group is expected to continue to increase over time as additional Class A Shares are issued upon the exchange of Group A Units and Group P Units, as well as the settlement of vested RSUs or PSUs. These increases will be offset upon any conversion by an executive managing director of Group D Units, which are not considered equity for GAAP purposes, into Group A Units, at which time an equal number of Class B Shares is also issued to the executive managing director. Additionally, the Company's economic interest in the Oz Operating Group will decline when Group P Units begin to participate, as described in Note 10 in the Annual Report.

#### Relinquishment of Group A Units

In the third quarter of 2018, a former executive managing director of the Company relinquished 3,500,000 Group A Units and an equal number of Class B Shares.

#### 4. INVESTMENTS AND FAIR VALUE DISCLOSURES

The following table presents the components of the Company's investments as reported in the consolidated balance sheets:

	September 30, 2018	December 31, 2017
	(dollars in thousands)	
United States government obligations, at fair value	\$287,164	\$ 12,973
CLOs, at fair value	165,795	211,749
Other funds and joint ventures, equity method	32,251	14,252
Total Investments	\$485,210	\$ 238,974

In the second quarter of 2018, as a result of a recent court decision that vacates application of U.S. risk retention rules in certain CLO transactions, the Company sold certain of its investments in CLOs. The Company is still subject to EU risk



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retention rules for certain CLOs managed by the Company, and continues to hold investments in CLOs subject to these requirements.

#### Fair Value Disclosures

Fair value represents the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date (i.e., an exit price). Due to the inherent uncertainty of valuations of investments that are determined to be illiquid or do not have readily ascertainable fair values, the estimates of fair value may differ from the values ultimately realized, and those differences can be material.

GAAP prioritizes the level of market price observability used in measuring assets and liabilities at fair value. Market price observability is impacted by a number of factors, including the type of assets and liabilities and the specific characteristics of the assets and liabilities. Assets and liabilities with readily available, actively quoted prices or for which fair value can be measured from actively-quoted prices generally will have a higher degree of market price observability and lesser degree of judgment used in measuring fair value.

Assets and liabilities measured at fair value are classified into one of the following categories:

Level I – Fair value is determined using quoted prices that are available in active markets for identical assets or liabilities. The types of assets and liabilities that would generally be included in this category are certain listed equities, U.S. government obligations and certain listed derivatives.

Level II – Fair value is determined using quotations received from dealers making a market for these assets or liabilities (“broker quotes”), valuations obtained from independent third-party pricing services, the use of models or other valuation methodologies based on pricing inputs that are either directly or indirectly market observable as of the measurement date. The types of assets and liabilities that would generally be included in this category are certain corporate bonds, certain credit default swap contracts, certain bank debt securities, certain commercial real estate debt, less liquid equity securities, forward contracts and certain over-the-counter (“OTC”) derivatives.

Level III – Fair value is determined using pricing inputs that are unobservable in the market and includes situations where there is little, if any, market activity for the asset or liability. The fair value of assets and liabilities in this category may require significant judgment or estimation in determining fair value of the assets or liabilities. The fair value of these assets and liabilities may be estimated using a combination of observed transaction prices, independent pricing services, relevant broker quotes, models or other valuation methodologies based on pricing inputs that are neither directly or indirectly market observable. The types of assets and liabilities that would generally be included in this category include CLOs, real estate investments, equity and debt securities issued by private entities, limited partnerships, certain corporate bonds, certain credit default swap contracts, certain bank debt securities, certain commercial real estate debt, certain OTC derivatives, residential and commercial mortgage-backed securities, asset-backed securities, collateralized debt obligations and investments in affiliated credit funds.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an asset or liability’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

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Fair Value Measurements Categorized within the Fair Value Hierarchy

The following table summarizes the Company's investments measured at fair value on a recurring basis within the fair value hierarchy as of September 30, 2018:

	As of September 30, 2018			
	Level I	Level II	Level III	Total
	(dollars in thousands)			
Assets, at Fair Value				
Included within cash and cash equivalents:				
United States government obligations	\$79,994	\$—	\$—	\$79,994
Included within investments:				
United States government obligations	\$287,164	\$—	\$—	\$287,164
CLOs <sup>(1)</sup>	\$—	\$—	\$165,795	\$165,795
Investments of consolidated funds:				
Bank debt	\$—	\$120,468	\$61,598	\$182,066
Corporate bonds	—	1,828	—	1,828
Total Investments of Consolidated Funds	\$—	\$122,296	\$61,598	\$183,894

(1) As of September 30, 2018, investments in CLOs had contractual principal amounts of \$153.2 million outstanding, which excludes the Company's investments in subordinated tranches of the notes, as these do not have contractual principal payments.

The following table summarizes the Company's investments measured at fair value on a recurring basis within the fair value hierarchy as of December 31, 2017:

	As of December 31, 2017			
	Level I	Level II	Level III	Total
	(dollars in thousands)			
Assets, at Fair Value				
Included within cash and cash equivalents:				
United States government obligations	\$99,704	\$—	\$—	\$99,704
Included within investments:				
United States government obligations	\$12,973	\$—	\$—	\$12,973
CLOs <sup>(1)</sup>	\$—	\$—	\$211,749	\$211,749
Investments of consolidated funds:				
Bank debt	\$—	\$24,559	\$18,807	\$43,366

(1) As of December 31, 2017, investments in CLOs had contractual principal amounts of \$189.2 million outstanding, which excludes the Company's investments in subordinated tranches of the notes, as these do not have contractual principal payments.





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Reconciliation of Fair Value Measurements Categorized within Level III

Gains and losses, excluding those of the consolidated funds are recorded within net (losses) gains on investments in funds and joint ventures in the consolidated statements of comprehensive income (loss), and gains and losses of the consolidated funds are recorded within net gains of consolidated funds. Foreign exchange gains and losses on non-U.S. Dollar investments are also included within gains and losses in the tables below.

The following table summarizes the changes in the Company's Level III investments for the three months ended September 30, 2018:

	June 30, 2018	Transfers In	Transfers Out	Investment Purchases	Investment Sales / Settlements	Gains / Losses	September 30, 2018
(dollars in thousands)							
Assets, at Fair Value							
Included within investments:							
CLOs	\$ 148,127	\$ —	\$ —	\$ 24,655	\$ (5,483 )	\$ (1,504)	\$ 165,795

Investments of consolidated funds:

Bank debt	\$ 32,515	\$ 6,094	\$ (13,795)	\$ 55,761	\$ (19,356 )	\$ 379	\$ 61,598
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The following table summarizes the changes in the Company's Level III investments for the three months ended September 30, 2017:

	June 30, 2017	Transfers In	Transfers Out	Investment Purchases	Investment Sales / Settlements	Gains / Losses	September 30, 2017
(dollars in thousands)							
Assets, at Fair Value							
Included within investments:							
CLOs	\$ 43,723	\$ —	\$ —	\$ 132,685	\$ —	\$ 395	\$ 176,803

Investments of consolidated funds:

Bank debt	\$ 39,338	\$ 8,840	\$ (21,900)	\$ 30,470	\$ (33,975 )	\$ 564	\$ 23,337
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The following tables summarize the changes in the Company's Level III assets and liabilities for the nine months ended September 30, 2018:

	December 31, 2017	Transfers In	Transfers Out	Investment Purchases	Investment Sales / Settlements	Gains / Losses	September 30, 2018
(dollars in thousands)							
Assets, at Fair Value							
Included within investments:							
CLOs	\$ 211,749	\$ —	\$ —	\$ 131,104	\$ (170,403 )	\$ (6,655)	\$ 165,795

Investments of consolidated funds:

Bank debt	\$ 18,807	\$ 2,438	\$ (1,690)	\$ 114,154	\$ (72,838 )	\$ 727	\$ 61,598
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The following tables summarize the changes in the Company's Level III assets and liabilities for the nine months ended September 30, 2017:

	December 31, 2016	Transfers In	Transfers Out	Investment Purchases	Investment Sales / Settlements	Gains / Losses	September 30, 2017
(dollars in thousands)							
Assets, at Fair Value							
Included within investments:							
CLOs	\$21,341	\$ —	\$ —	\$ 152,885	\$ —	\$2,577	\$ 176,803

Investments of consolidated funds:

Bank debt	\$18,127	\$ 767	\$(17,311)	\$87,611	\$(67,082)	\$1,225	\$ 23,337
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In the second quarter of 2017, the Company consolidated a CLO, the amounts related to the initial consolidation of the CLO are reflected in the investment purchases in the table above. The Company deconsolidated the CLO in the third quarter of 2017, amounts related to the deconsolidation of the CLO are included within investment sales.

Transfers out of Level III presented in the tables above resulted from the fair values of certain securities becoming market observable, with fair value determined using independent pricing services. Transfers into Level III presented in the table above resulted from the valuation of certain investments with decreased market observability, with fair values determined using independent pricing services.

The table below summarizes the net change in unrealized gains and losses on the Company's Level III investments held as of the reporting date:

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2018	
(dollars in thousands)				
Assets, at Fair Value				
Included within investments:				
CLOs	\$(1,576)	\$178	\$(4,944)	\$2,360

Investments of consolidated funds:

Bank debt	\$240	\$61	\$274	\$142
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Valuation Methodologies for Fair Value Measurements Categorized within Levels II and III

Investments in CLOs, bank debt and corporate bonds are valued using independent pricing services, and therefore the Company does not have transparency into the significant inputs used by such services.

The Company elected to measure its investments in CLOs at fair value through consolidated net (loss) income in order to simplify its accounting for these instruments. Changes in fair value of these investments are included within net gains on investments in funds and joint ventures in the consolidated statements of comprehensive income (loss). The Company accrues interest income on its investments in CLOs using the effective interest method.

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Fair Value of Other Financial Instruments

Management estimates that the carrying value of the Company's other financial instruments, including its debt obligations, approximated their fair values as of September 30, 2018. The 2018 Term Loan and the CLO Investments Loans (each as defined in Note 8) are categorized as Level III within the fair value hierarchy. The fair value of the 2018 Term Loan and the CLO Investments Loans were determined using independent pricing services.

Loans Sold to CLOs Managed by the Company

During the nine months ended September 30, 2018 and 2017, the Company sold \$29.8 million and \$45.6 million of loans to CLOs managed by the Company, respectively. These loans were previously purchased by the Company in the open market, and were sold for cash at cost to the CLOs. The loans were accounted for as transfers of financial assets and met the criteria for derecognition under GAAP.

The Company invests in senior secured and subordinated notes issued by certain CLOs to which it sold the loans discussed above. These investments represent retained interests to the Company and are in the form of a 5% vertical strip (i.e., 5% of each of the senior and subordinated tranches of notes issues by each CLO). The retained interests are reported within investments on the Company's consolidated balance sheet. During the nine months ended September 30, 2018, the Company made investments of \$24.9 million related to these retained interests. As of September 30, 2018 and December 31, 2017, the Company's investments in these retained interests had a fair value of \$91.8 million and \$70.4 million, respectively. The Company is subject to risks associated with the performance of the underlying collateral and the market yield of the assets. The Company's risk of loss from retained interest is limited to its investments in these interests. The Company receives quarterly payments of interest and principal, as applicable, on these retained interests. In the nine months ended September 30, 2018 and 2017, the Company received \$5.5 million and \$474 thousand, respectively, of interest and principal payments related to the retained interests.

The Company uses independent pricing services to value its investments in the CLOs, including the retained interests, and therefore the only key assumption is the price provided by such service. A corresponding adverse change of 10% or 20% on price would have a corresponding impact on the fair value of the Company's investments in CLOs.

5. VARIABLE INTEREST ENTITIES

In the ordinary course of business, the Company sponsors the formation of funds that are considered VIEs. See Note 2 of the Company's Annual Report for a discussion of entities that are VIEs and the evaluation of those entities for consolidation by the Company.

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The table below presents the assets and liabilities of VIEs consolidated by the Company:

September 30, 2018  
 December 31, 2017

(dollars in thousands)

Assets

Assets of consolidated funds:

Investments of consolidated funds, at fair value	\$ 183,894	\$ 43,366
Other assets of consolidated funds	39,302	13,331
Total Assets	\$ 223,196	\$ 56,697

Liabilities

Liabilities of consolidated funds:

Other liabilities of consolidated funds	37,134	11,340
Total Liabilities	\$ 37,134	\$ 11,340

The assets presented in the table above belong to the investors in those funds, are available for use only by the fund to which they belong, and are not available for use by the Company. The consolidated funds have no recourse to the general credit of the Company with respect to any liability.

The Company's direct involvement with funds that are VIEs and not consolidated by the Company is generally limited to providing asset management services and, in certain cases, insignificant direct investments in the VIEs. The maximum exposure to loss represents the potential loss of current investments or income and fees receivables from these entities, as well as the obligation to repay unearned revenues, primarily incentive income subject to clawback, in the event of any future fund losses. The Company has commitments to certain funds that are VIEs as discussed in Note 16. The Company does not provide, nor is it required to provide, any type of non-contractual financial or other support to its VIEs that are not consolidated.

The table below presents the net assets of VIEs in which the Company has variable interests along with the maximum risk of loss as a result of the Company's involvement with VIEs:

September 30, 2018  
 December 31, 2017

(dollars in thousands)

Net assets of unconsolidated VIEs in which the Company has a variable interest \$ 10,093,690 \$ 8,300,163

Maximum risk of loss as a result of the Company's involvement with VIEs:

Unearned revenues	68,088	144,124
Income and fees receivable	8,066	24,953
Investments in funds	177,092	222,192
Maximum Exposure to Loss	\$ 253,246	\$ 391,269

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## 6. OTHER ASSETS, NET

The following table presents the components of other assets, net as reported in the consolidated balance sheets:

	September 30, 2018	December 31, 2017
	(dollars in thousands)	
Fixed Assets:		
Leasehold improvements	\$54,225	\$ 53,419
Computer hardware and software	47,473	44,190
Furniture, fixtures and equipment	8,560	8,571
Accumulated depreciation and amortization	(65,169 )	(58,671 )
Fixed assets, net	45,089	47,509
Goodwill	22,691	22,691
Prepaid expenses	6,227	12,862
Loans held for sale	—	29,110
Other	5,138	4,189
Total Other Assets, Net	\$79,145	\$ 116,361

## 7. OTHER LIABILITIES

The following table presents the components of other liabilities as reported in the consolidated balance sheets:

	September 30, 2018	December 31, 2017
	(dollars in thousands)	
Legal provision <sup>(1)</sup>	\$28,750	\$ —
Accrued expenses	20,620	21,955
Uncertain tax positions	7,000	7,000
Deferred rent credit	6,844	8,283
Loan trades payable	—	29,110
Other	11,867	8,774
Total Other Liabilities	\$75,081	\$ 75,122

(1) Legal provision represents accruals for certain contingencies discussed in Note 16.

## 8. DEBT OBLIGATIONS

As of September 30, 2018, the Company's indebtedness outstanding was primarily comprised of the 2018 Term Loan and the CLO Investments Loans (each as defined below).

### 2018 Term Loan and Revolving Credit Facility

On April 10, 2018 (the "Closing Date"), OZ Management LP, as borrower, (the "Borrower"), and certain other subsidiaries of the Company, as guarantors, entered into a senior secured credit and guaranty agreement (the "Senior Credit Agreement") consisting of (i) a \$250.0 million term loan (the "2018 Term Loan") and (ii) a \$100.0 million revolving credit facility (the "2018 Revolving Credit Facility"). As of September 30, 2018, \$200.0 million remained outstanding under the 2018 Term Loan. The Company has not made any drawn-downs under the 2018 Revolving Credit Facility.



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The 2018 Term Loan matures April 10, 2023, and the 2018 Revolving Credit Facility initially matures October 10, 2022. The maturity date of both the 2018 Term Loan and the 2018 Revolving Credit Facility may be extended pursuant to the terms of the Senior Credit Agreement. The proceeds from the 2018 Term Loan together with cash on hand were used to redeem the \$400.0 million Senior Notes (as defined in the Company's Annual Report) that were due in 2019. In connection with entry into the 2018 Senior Credit Agreement, the Company also terminated all commitments under the Company's 2014 revolving credit facility.

The 2018 Term Loan bears interest at a per annum rate equal to, at the Company's option, one, three or six months (or twelve months with the consent of each lender) LIBOR plus 4.75%, or a base rate plus 3.75%. Borrowings under the 2018 Revolving Credit Facility bear interest at a per annum rate equal to, at the Company's option, one, three or six month (or twelve months with the consent of each lender), LIBOR plus 1.75% to 2.75%, or a base rate plus 0.75% to 1.75%.

The Company is required to pay an undrawn commitment fee at a rate per annum equal to 0.20% to 0.75% of the undrawn portion of the commitments under the 2018 Revolving Credit Facility, computed on a daily basis. The LIBOR and base rate margins under the 2018 Revolving Credit Facility, as well as the amount of the commitment fee owed by the Company under the 2018 Revolving Credit Facility, are based on the Company's corporate rating. The obligations under the Senior Credit Agreement are guaranteed by the Oz Operating Partnerships and are secured by a lien on substantially all of the Oz Operating Partnerships' assets, subject to certain exclusions.

The Senior Credit Agreement contains two financial maintenance covenants. The first financial maintenance covenant states that the Company's total fee-paying assets under management as of the last day of any fiscal quarter must be greater than \$20.0 billion, and the second states that the total net leverage ratio (as defined in the agreement) as of the last day of any fiscal quarter must be less than (i) 3.00 to 1.00, or (ii) following the third anniversary of the Closing Date, 2.50 to 1.00. As of September 30, 2018, the Company was in compliance with the financial maintenance covenants.

The Senior Credit Agreement contains customary events of default. If an event of default under the Senior Credit Agreement occurs and is continuing, then, at the request (or with the consent) of the lenders holding a majority of the commitments and loans, upon notice by the administrative agent to the Borrower, the obligations under the Senior Credit Agreement shall become immediately due and payable. In addition, if the Borrower or any of its material subsidiaries becomes the subject of voluntary or involuntary proceedings under any bankruptcy, insolvency or similar law, then any outstanding obligations under the Senior Credit Agreement will automatically become immediately due and payable.

#### CLO Investments Loans

The Company entered into loans to finance portions of investments in certain CLOs (collectively, the "CLO Investments Loans"). These loans are collateralized by the related investments in CLOs held by the Company. In general, the Company will make interest and principal payments on the loans at such time interest payments are received on its investments in the CLOs, and will make principal payments on the loans to the extent principal payments are received on its investments in the CLOs, with any remaining balance due upon maturity.

The loans are subject to customary events of default and covenants and include terms that require the Company's continued involvement with the CLOs. The CLO Investments Loans do not have any financial maintenance covenants and are secured by the related investments in CLOs measured at fair values of \$116.5 million and \$206.6 million as of September 30, 2018 and December 31, 2017, respectively.



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The table below presents information related to CLO Investments Loans as of September 30, 2018 and December 31, 2017. Carrying values presented below are net of discounts, if any, and unamortized deferred financing costs. The maturity date for each CLO Investments Loan is the earlier of the final maturity date presented in the table below or the date at which the Company no longer holds a risk retention investment in the respective CLO. As a result of a recent court decision that vacates application of U.S. risk retention rules in certain CLO transactions, the Company sold certain investments in CLOs and paid off the associated CLO Investments Loans. In the third quarter of 2018, the Company repaid one of its CLO Investments Loans and refinanced the related investment under the CLO Investments Facility described in Note 9.

Borrowing Date	Contractual Rate	Final Maturity Date	Carrying Value	
			September 2018	December 2017
(dollars in thousands)				
November 28, 2016	EURIBOR plus 2.23%	December 15, 2023	\$17,464	\$18,041
June 7, 2017	LIBOR plus 1.48%	November 16, 2029	17,219	17,217
July 21, 2017	LIBOR plus 1.43%	January 22, 2029	—	21,709
August 2, 2017	LIBOR plus 1.41%	January 21, 2030	21,672	21,686
August 17, 2017	LIBOR plus 1.43%	April 30, 2030	—	22,922
September 14, 2017	LIBOR plus 1.41%	April 22, 2030	—	25,468
September 14, 2017	EURIBOR plus 2.21%	September 14, 2024	18,872	19,561
November 21, 2017	LIBOR plus 1.34%	May 15, 2030	—	26,202
February 21, 2018	LIBOR plus 1.27%	February 21, 2019	21,081	—
			\$96,308	\$172,806

#### 9. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

On May 29, 2018, the Company, entered into a €100.0 million master credit facility agreement (the “CLO Financing Facility”) to finance a portion of the risk retention investments in certain European CLOs managed by the Company. Subject to the terms and conditions of the CLO Financing Facility, the Company and the counterparty may enter into repurchase agreements on such terms agreed upon by the parties. Each transaction entered into under the CLO Financing Facility will bear interest at a rate based on the weighted average effective interest rate of each class of securities that have been sold plus a spread to be agreed upon by the parties (currently the spread is 0.5%). As of September 30, 2018, €63.2 million of the CLO Financing Facility remained available.

Each transaction entered into under the CLO Financing Facility provides for payment netting and, in the case of a default or similar event with respect to the counterparty to the CLO Financing Facility, provides for netting across transactions. Generally, upon a counterparty default, the Company can terminate all transactions under the CLO Financing Facility and offset amounts it owes in respect of any one transaction against collateral it has received in respect of any other transactions under the CLO Financing Facility; provided, however, that in the case of certain defaults, the Company may only be able to terminate and offset solely with respect to the transaction affected by the default. During the term of a transaction entered into under the CLO Financing Facility, the Company will deliver cash or additional securities acceptable to the counterparty if the securities sold are in default. Upon termination of a transaction, the Company will repurchase the previously sold securities from the counterparty at a previously determined repurchase price. The CLO Financing Facility may be terminated at any time upon certain defaults or circumstances agreed upon by the parties.

The repurchase agreements may result in credit exposure in the event the counterparty to the transaction is unable to fulfill its contractual obligations. The Company minimizes the credit risk associated with these activities by

monitoring counterparty credit exposure and collateral values. Other than margin requirements, the Company is not subject to additional terms or contingencies which would expose the Company to additional obligations based upon the performance of the securities pledged as collateral.

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The table below presents securities sold under agreements to repurchase that are offset, if any, as well as securities transferred to counterparties related to such transactions (capped so that the net amount presented will not be reduced below zero). No other material financial instruments were subject to master netting agreements or other similar agreements:

Securities Sold under Agreements to Repurchase	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheet	Net Amounts of Liabilities in the Consolidated Balance Sheet	Securities Transferred	Net Amount
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(dollars in thousands)

As of September 30, 2018	\$42,378	\$ —	\$ 42,378	\$ 42,378	\$ —
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The securities sold under agreements to repurchase have a set scheduled maturity date that corresponds to the maturities of the securities sold under such transaction. The table below presents the remaining final contractual maturity of the securities sold under agreement to repurchase by class of collateral pledged:

As of September 30, 2018

Securities Sold under Agreements to Repurchase	Overnight and Continuous	30-90 Days	Greater Than 90 Days	Total
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(dollars in thousands)

Investments in CLOs	\$—	\$ —	\$ 42,378	\$ 42,378
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#### 10. REVENUES

The following table presents management fees and incentive income recognized as revenues for the three and nine months ended September 30, 2018:

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2018	
	Management Fees	Incentive Income	Management Fees	Incentive Income
	(dollars in thousands)			
Multi-strategy funds	\$41,507	\$ 11,985	\$ 130,307	\$ 54,911
Credit				
Opportunistic credit funds	11,011	2,514	30,115	33,045
Institutional Credit Strategies	12,967	—	36,715	—
Real estate funds	4,749	4,804	14,590	15,895
Other	441	—	1,991	942
Total	\$70,675	\$ 19,303	\$ 213,718	\$ 104,793

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A liability for unearned incentive income is generally recognized when the Company receives incentive income distributions from its funds, primarily its real estate funds, for which incentive income has not yet met the recognition threshold of being probable that a significant reversal of cumulative revenue will not occur. The following table presents the activity in the Company's unearned incentive income for the nine months ended September 30, 2018:

	Unearned Incentive Income (dollars in thousands)
Balance as of December 31, 2017	\$ 143,710
Effects of adoption of ASU 2014-09	(99,422 )
Amounts collected during the period	38,503
Amounts recognized during the period	(14,806 )
Balance as of September 30, 2018	\$ 67,985

The Company recognizes management fees over the period in which the performance obligation is satisfied. The Company records incentive income when it is probable that a significant reversal of income will not occur. The majority of management fees and incentive income receivable at each balance sheet date is generally collected during the following quarter.

The following table presents the composition of the Company's income and fees receivable as of September 30, 2018 and December 31, 2017:

	September 30, 2018	December 31, 2017
	(dollars in thousands)	
Management fees	\$23,466	\$ 21,242
Incentive income	16,056	333,214
Income and Fees Receivable	\$39,522	\$ 354,456

#### 11. EQUITY-BASED COMPENSATION EXPENSES

The Company grants equity-based compensation in the form of RSUs, PSUs, Group A Units, Group P Units and Class A Shares to its executive managing directors, employees and the independent members of the Board under the terms of the 2007 Equity Incentive Plan and the 2013 Incentive Plan.

The following table presents information regarding the impact of equity-based compensation grants on the Company's consolidated statements of comprehensive income (loss):

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	(dollars in thousands)		(dollars in thousands)	
Expense recorded within compensation and benefits	\$22,311	\$22,258	\$67,848	\$63,696
Corresponding tax benefit	\$2,033	\$1,800	\$5,853	\$5,458



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The following tables present activity related to the Company's unvested equity awards for the nine months ended September 30, 2018:

	Equity-Classified Awards		Liability-Classified Awards		Equity-Classified Awards	
	Unvested RSUs	Weighted-Average Grant-Date Fair Value	Unvested RSUs	Weighted-Average Grant-Date Fair Value	Unvested PSUs	Weighted-Average Grant-Date Fair Value
December 31, 2017	14,530,602	\$ 4.67	—	\$ —	—	\$ —
Granted	38,096,061	\$ 2.37	148,097	\$ 1.99	10,000,000	\$ 1.18
Vested	(2,525,241 )	\$ 4.42	—	\$ —	—	\$ —
Canceled or forfeited	(8,624,982 )	\$ 3.72	—	\$ —	—	\$ —
Modified from Group A Units and Group P Units	6,407,968	\$ 6.36	7,345,991	\$ 6.36	—	\$ —
September 30, 2018	47,884,408	\$ 3.25	7,494,088	\$ 6.28	10,000,000	\$ 1.18

	Group A Units		Group P Units	
	Unvested Group A Units	Weighted-Average Grant-Date Fair Value	Unvested Group P Units	Weighted-Average Grant-Date Fair Value
December 31, 2017	8,410,663	\$ 9.77	71,850,000	\$ 1.25
Vested	(1,574,811 )	\$ 9.93	—	\$ —
Canceled or forfeited	—	\$ —	(500,000 )	\$ 1.25
Modified to RSUs	(6,000,000 )	\$ 9.75	(29,000,000 )	\$ 1.25
September 30, 2018	835,852	\$ 9.67	42,350,000	\$ 1.25

Restricted Share Units (RSUs)

In the three months ended March 31, 2018, a certain executive managing director forfeited 6,000,000 Group A Units and 29,000,000 Group P Units for RSUs and certain other profit-sharing interests. The forfeiture of the Partner Equity Units was accounted for as a modification to 6,407,968 equity-classified RSUs and 7,345,991 liability-classified RSUs, and other awards. The fair value of the modified awards was \$6.36 per RSU and was based on the fair value of the original awards immediately before they were modified. The Company will continue to recognize at least the minimum compensation expense that would have been previously recognized prior to the modification.

As of September 30, 2018, total unrecognized compensation expense related to equity-classified awards totaled \$105.6 million with a weighted-average amortization period of 2.95 years. As of September 30, 2018, total unrecognized compensation expense related to liability-classified awards totaled \$33.4 million with a weighted-average amortization period of 3.92 years. See the Company's Annual Report for additional information regarding RSUs.

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The following table presents information related to the settlement of RSUs:

	Nine Months Ended September 30, 2018 2017	
	(dollars in thousands)	
Fair value of RSUs settled in Class A Shares	\$4,772	\$ 1,213
Fair value of RSUs settled in cash	\$276	\$ 130
Fair value of RSUs withheld to satisfy tax withholding obligations	\$2,419	\$ 840
Number of RSUs withheld to satisfy tax withholding obligations	1,109,899	4,774

PSUs

In 2018, the Company began granting PSUs. A PSU entitles the holder to receive a Class A Share, or cash equal to the fair value of a Class A Share at the election of the Board of Directors, upon completion of the requisite service period, as well as satisfying certain performance conditions based on achievement of targeted total shareholder return on Class A Shares. PSUs do not begin to accrue dividend equivalents until the requisite service period has been completed and performance conditions have been achieved.

In the nine months ended September 30, 2018, the Company granted 10,000,000 PSUs, with a weighted average grant date fair value \$1.18 per unit. The fair value was determined using the Monte-Carlo simulation valuation model, with the following assumptions: volatility of 35%, dividend rate of 10%, and risk-free discount rate of 2.6%. The Company used historical volatility in its estimate of the expected volatility. As of September 30, 2018, total unrecognized compensation expense related to these units totaled \$9.3 million with a weighted-average amortization period of 2.4 years.

The PSUs granted to-date vest subject to continued and uninterrupted service (“PSU Service Condition”) until the third anniversary of the grant date and the meeting of a market performance threshold of the total shareholder return on Class A Shares of the Company (“PSU Performance Condition”). The PSU Performance Condition is defined as follows: 20% of PSUs vest if a total shareholder return of 25% is achieved; an additional 40% of PSUs vest if a total shareholder return of 50% is achieved; an additional 20% of PSUs vest if a total shareholder return of 75% is achieved; and the final 20% of PSUs vest if a total shareholder return of 125% is achieved. In each case, the PSU Performance Condition must be met for each threshold by the sixth anniversary of the grant date. If the PSU grant has not satisfied both the PSU Service Condition and the PSU Performance Condition by the sixth anniversary of the grant date, it will be forfeited and canceled immediately.

Group A Units

As of September 30, 2018, total unrecognized compensation expense related to these units totaled \$6.1 million with a weighted-average amortization period of 1.5 years. See the Company’s Annual Report for additional information regarding the Group A Units.

Group P Units

As of September 30, 2018, total unrecognized compensation expense related to the Group P Units totaled \$29.5 million with a weighted-average amortization period of 2.1 years. See the Company’s Annual Report for additional information regarding the Group P Units.

12. INCOME TAXES

The computation of the effective tax rate and provision at each interim period requires the use of certain estimates and significant judgment including, but not limited to, the expected operating income for the year, projections of the proportion of





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income earned and taxed in foreign jurisdictions, permanent differences, and the likelihood of recovering deferred tax assets existing as of the balance sheet date. The estimates used to compute the provision for income taxes may change as new events occur, additional information is obtained or as tax laws and regulations change. Additionally, the amount of incentive income and discretionary cash bonuses recorded in any given quarter can have a significant impact on the Company's effective tax rate. Accordingly, the effective tax rate for interim periods is not indicative of the tax rate expected for a full year.

The Registrant and each of the Oz Operating Partnerships are partnerships for U.S. federal income tax purposes. Due to the Company's legal structure, only a portion of the income earned by the Company is subject to corporate-level tax rates in the United States and in foreign jurisdictions.

The provision for income taxes includes federal, state and local taxes in the United States and foreign taxes at an approximate effective tax rate of 2.4% and 10.9% for the three months ended September 30, 2018 and 2017, respectively, and 0.7% and 23.1% for the nine months ended September 30, 2018 and 2017, respectively. The reconciling items from the Company's statutory rate to the effective tax rate were driven primarily by the following: (i) a portion of the Company's consolidated net income is not subject to federal, state and local corporate income taxes in the United States, as these amounts are allocated to the executive managing directors on their Group A Units; (ii) a portion of the income earned by the Company is subject to the New York City unincorporated business tax; and (iii) certain foreign subsidiaries are subject to foreign corporate income taxes.

On December 22, 2017, the Tax Cuts and Jobs Act ("TCJA") was signed into law. The TCJA includes a broad range of tax reforms including a reduction in the corporate income tax rate to 21% from 35%, effective January 1, 2018. The Company considers all amounts recorded as a result of the TCJA to be provisional and subject to revision. The Company's provisional amounts, including the remeasurement of the Company's deferred income tax assets and related tax receivable agreement liability, are based on reasonable and supportable assumptions as of September 30, 2018. Any revisions will be treated in accordance with the measurement period guidance allowing for a period of up to one year after the enactment date of the TCJA to finalize the recording of the impact. There were no measurement period adjustments recognized during the nine months ended September 30, 2018.

In accordance with GAAP, the Company recognizes tax benefits for amounts that are "more likely than not" to be sustained upon examination by tax authorities. For uncertain tax positions in which the benefit to be realized does not meet the "more likely than not" threshold, the Company establishes a liability, which is included within other liabilities in the consolidated balance sheets.

As of September 30, 2018 and December 31, 2017, the Company had a liability for unrecognized tax benefits of \$7.0 million. As of and for the nine months ended September 30, 2018, the Company did not accrue interest or penalties related to uncertain tax positions. As of September 30, 2018, the Company does not believe that there will be a significant change to the uncertain tax positions during the next 12 months. The Company's total unrecognized tax benefits that, if recognized, would affect its effective tax rate was \$4.3 million as of September 30, 2018.

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13. GENERAL, ADMINISTRATIVE AND OTHER

The following table presents the components of general, administrative and other expenses as reported in the consolidated statements of comprehensive income (loss):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(dollars in thousands)			
Professional services	\$8,563	\$9,414	\$31,069	\$31,170
Occupancy and equipment	7,525	7,391	21,820	25,868
Information processing and communications	5,948	6,611	19,349	20,822
Recurring placement and related service fees	3,956	4,829	12,466	15,490
Insurance	1,844	1,843	5,531	5,727
Business development	1,018	644	3,271	5,614
Foreign exchange losses and (gains)	238	(289)	2,825	(292)
Other expenses	2,447	2,693	8,567	9,830
	31,539	33,136	104,898	114,229
Legal provision <sup>(1)</sup>	18,750	—	31,750	—
Total General, Administrative and Other	\$50,289	\$33,136	\$136,648	\$114,229

(1) Legal provision represents accruals for certain contingencies discussed in Note 16.

14. (LOSS) EARNINGS PER CLASS A SHARE

Basic (loss) earnings per Class A Share is computed by dividing the net (loss) income attributable to Class A Shareholders by the weighted-average number of Class A Shares outstanding for the period.

For the three months ended September 30, 2018 and 2017 the Company included 1,204,603 and 1,011,588 RSUs respectively, that have vested but have not been settled in Class A Shares in the weighted-average Class A Shares outstanding used to calculate basic and diluted (loss) earnings per Class A Share. For the nine months ended September 30, 2018 and 2017, the Company included 1,472,863 and 1,103,969 RSUs respectively, that have vested but have not been settled in Class A Shares in the weighted-average Class A Shares outstanding used to calculate basic and diluted (loss) earnings per Class A Share.

The Company did not include the Group P Units or PSUs in the calculations of dilutive (loss) earnings per Class A Share, as the applicable market performance conditions have not yet been met as of September 30, 2018.

The following tables present the computation of basic and diluted earnings per Class A Share:

Three Months Ended September 30, 2018	Net Loss Attributable to Class A Shareholders	Weighted- Average Class A Shares Outstanding	Loss Per Class A Share	Number of
				Antidilutive Units Excluded from Diluted Calculation

(dollars in thousands, except per share amounts)

Basic	\$(14,537)	192,657,766	\$(0.08)
Effect of dilutive securities:			

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Group A Units	—	—	258,978,608
RSUs	—	—	54,760,583
Diluted	\$(14,537)	192,657,766	\$(0.08)

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Three Months Ended September 30, 2017	Net Income Attributable to Class A Shareholders	Weighted- Average Class A Shares Outstanding	Earnings Per Class A Share	Number of Antidilutive Units Excluded from Diluted Calculation
	(dollars in thousands, except per share amounts)			
Basic	\$5,726	186,235,651	\$ 0.03	
Effect of dilutive securities:				
Group A Units	—	—		267,489,478
RSUs	—	—		22,538,548
Diluted	\$5,726	186,235,651	\$ 0.03	
Nine Months Ended September 30, 2018	Net Loss Attributable to Class A Shareholders	Weighted- Average Class A Shares Outstanding	Loss Per Class A Share	Number of Antidilutive Units Excluded from Diluted Calculation
	(dollars in thousands, except per share amounts)			
Basic	\$(23,303)	192,485,281	\$(0.12)	
Effect of dilutive securities:				
Group A Units	—	—		261,654,313
RSUs	—	—		46,200,732
Diluted	\$(23,303)	192,485,281	\$(0.12)	
Nine Months Ended September 30, 2017	Net Income Attributable to Class A Shareholders	Weighted- Average Class A Shares Outstanding	Earnings Per Class A Share	Number of Antidilutive Units Excluded from Diluted Calculation
	(dollars in thousands, except per share amounts)			
Basic	\$11,660	186,201,389	\$ 0.06	
Effect of dilutive securities:				
Group A Units	—	—		273,923,088
RSUs	—	—		21,733,730
Diluted	\$11,660	186,201,389	\$ 0.06	

15. RELATED PARTY TRANSACTIONS

Due from Related Parties

Amounts due from related parties relate primarily to amounts due from the funds for expenses paid on their behalf. These amounts are reimbursed to the Company on an ongoing basis.

Due to Related Parties

Amounts due to related parties relate primarily to future payments owed to the Company's executive managing directors under the tax receivable agreement, as discussed further in Note 16. The Company made no payments under the tax receivable agreement in the nine months ended September 30, 2018 and 2017.

The Company earns substantially all of its management fees and incentive income from the funds, which are considered related parties as the Company manages the operations of and makes investment decisions for these funds.

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Management Fees and Incentive Income Earned from Related Parties and Waived Fees

As of September 30, 2018 and 2017, respectively, approximately \$2.2 billion and \$2.8 billion of the Company's assets under management represented investments by the Company, its executive managing directors, employees and certain other related parties in the Company's funds. As of September 30, 2018 and 2017, approximately 28% and 69%, of these affiliated assets under management were not charged management fees and were not subject to an incentive income calculation.

The following table presents management fees and incentive income charged on investments held by related parties before the impact of eliminations related to the consolidated funds:

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017

(dollars in thousands)

Fees charged on investments held by related parties:

Management fees	\$4,148	\$2,703	\$10,621	\$8,037
Incentive income	\$1,795	\$141	\$4,249	\$2,476
Corporate Aircraft				

The Company's corporate aircraft were used for business purposes. From time to time, certain executive managing directors used the aircraft for personal use. For the three and nine months ended September 30, 2017, the Company charged no fees and \$360 thousand for personal use of the aircraft by certain executive managing directors. The Company sold its aircraft during the first half of 2017.

## 16. COMMITMENTS AND CONTINGENCIES

### Tax Receivable Agreement

The purchase of Group A Units from the executive managing directors and the Ziffs with the proceeds from the 2007 Offerings, and subsequent taxable exchanges by them of Partner Equity Units for Class A Shares on a one-for-one basis (or, at the Company's option, a cash equivalent), resulted, and, in the case of future exchanges, are anticipated to result, in an increase in the tax basis of the tangible and intangible assets of the Oz Operating Group that would not otherwise have been available. As a result, the Company expects that its future tax liability will be reduced. Pursuant to the tax receivable agreement entered into among the Company, the executive managing directors and the Ziffs, the Company has agreed to pay to the executive managing directors and the Ziffs 85% of the amount of tax savings, if any, actually realized by the Company.

The Company recorded its initial estimate of future payments under the tax receivable agreement as a decrease to paid-in capital and an increase in amounts due to related parties in the consolidated financial statements. Subsequent adjustments to the liability for future payments under the tax receivable agreement related to changes in estimated future tax rates or state income tax apportionment are recognized through current period earnings in the consolidated statements of comprehensive income (loss).

In connection with the departure of certain former executive managing directors since the IPO, the right to receive payments under the tax receivable agreement by those former executive managing directors was contributed to the Oz Operating Group. As a result, the Company expects to pay to the remaining executive managing directors and the Ziffs approximately 78% (from 85% at the time of the IPO) of the amount of cash savings, if any, in federal, state and local income taxes in the United States that the Company actually realizes as a result of the increases in tax basis.

The estimate of the timing and the amount of future payments under the tax receivable agreement involves several assumptions that do not account for the significant uncertainties associated with these potential payments, including an assumption that Oz Corp will have sufficient taxable income in the relevant tax years to utilize the tax benefits that

would give rise to an obligation to make payments. The actual timing and amount of any actual payments under the tax receivable agreement will

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vary based upon these and a number of other factors. As of September 30, 2018, the estimated future payment under the tax receivable agreement was \$280.0 million, which is recorded in due to related parties on the consolidated balance sheets.

Lease Obligations

The Company has non-cancelable operating leases for its headquarters in New York expiring in 2029 and various other operating leases for its offices in London, Hong Kong, Mumbai, Beijing, Shanghai, and other locations, expiring on various dates through 2024. The Company recognizes expense related to its operating leases on a straight-line basis over the lease term taking into account any rent holiday periods. The related lease commitments have not changed materially since December 31, 2017.

Litigation

From time to time, the Company is involved in litigation and claims incidental to the conduct of the Company's business. The Company is also subject to extensive scrutiny by regulatory agencies globally that have, or may in the future have, regulatory authority over the Company and its business activities. This has resulted, or may in the future result, in regulatory agency investigations, litigation and subpoenas and costs related to each.

On May 5, 2014, a purported matter of shareholders filed a lawsuit against the Company in the U.S. District Court for the Southern District of New York (*Menaldi v. Och-Ziff Capital Mgmt., et al.*). The amended complaint asserted claims under the Securities Exchange Act of 1934 on behalf of all purchasers of Company securities from February 9, 2012 to August 22, 2014. Daniel Och, Joel Frank and Michael Cohen were also named as defendants. On March 16, 2015, all defendants moved to dismiss the amended complaint. On February 17, 2016, the court entered an order granting in part the motion to dismiss filed by the Company and Messrs. Och and Frank and dismissing Mr. Cohen from the action. On March 23, 2016, the Company and Messrs. Och and Frank filed their answer to the amended complaint. On November 18, 2016, plaintiffs filed a second amended complaint asserting claims under the Securities Exchange Act of 1934 on behalf of all purchasers of Company securities from November 18, 2011 to April 11, 2016. The second amended complaint alleges, among other things, breaches of certain disclosure obligations with respect to matters that were under investigation by the SEC and the DOJ, and names the Company and Messrs. Och, Frank and Cohen as defendants. On November 23, 2016, Mr. Cohen objected to being named as a defendant in the second amended complaint on procedural grounds. On December 21, 2016, the court directed the plaintiffs to file a motion for permission to renew their claims against Mr. Cohen. Plaintiffs filed their motion on January 7, 2017. On January 11, 2017, the Company filed a motion to dismiss those portions of the second amended complaint that seek to revive dismissed claims or assert new claims against it, and Messrs. Och and Frank filed motions to dismiss as well. On September 29, 2017, the Court granted the Company's motion to dismiss in its entirety and dismissed plaintiffs' revived claims and new claims against the Company and Messrs. Och and Frank. The Court also dismissed Mr. Cohen from the matter entirely and denied plaintiffs' request to file a further amended complaint. On September 17, 2018, the parties notified the Court that they had reached an agreement in principle to settle the matter. On October 2, 2018, the parties' stipulation of settlement was filed with the Court. Under the parties' proposed settlement, the Company will pay \$28.8 million in exchange for a full release from plaintiffs and the class members they represent. On October 3, 2018, the Court entered an order preliminarily approving the settlement. On October 5, 2018, the Court entered an order scheduling a hearing on January 16, 2019 for final approval of the settlement.

The Company recorded a \$10.0 million legal provision in the second quarter of 2018 in connection with the *Menaldi* matter and recorded an additional \$18.8 million legal provision in the third quarter of 2018. The chance of any additional loss in connection with this matter is remote.

In addition, in *U.S. v. Oz Africa Management GP, LLC, Cr. No. 16-515 (NGG) (EDNY)*, certain former shareholders of a Canadian mining company filed a letter with the court stating they plan to seek restitution at the sentencing hearing for *Oz Africa Management GP, LLC*. The Company believes the threatened claim is without merit and intends



to defend it vigorously. The Company is unable to reasonably estimate an amount, if any, of loss or range of loss possible for this matter.

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#### Investment Commitments

From time to time, certain funds consolidated by the Company may have commitments to fund investments. These commitments are funded through contributions from investors in those funds, including the Company if it is an investor in the relevant fund.

The Company has unfunded capital commitments of \$24.2 million to certain funds it manages. It expects to fund these commitments over the next three years. In addition, certain related parties of the Company, collectively, have unfunded capital commitments to funds managed by the Company of up to \$76.9 million. The Company has guaranteed these commitments in the event any executive managing director fails to fund any portion when called by the fund. The Company has historically not funded any of these commitments and does not expect to in the future, as these commitments are expected to be funded by the Company's executive managing directors individually.

#### Other Contingencies

During the second quarter of 2018, the Company recorded a \$3.0 million legal provision to resolve a commercial dispute. The Company resolved this matter in the third quarter of 2018 and will not incur any additional loss related to this matter.

In the normal course of business, the Company enters into contracts that provide a variety of general indemnifications. Such contracts include those with certain service providers, brokers and trading counterparties. Any exposure to the Company under these arrangements could involve future claims that may be made against the Company. Currently, no such claims exist or are expected to arise and, accordingly, the Company has not accrued any liability in connection with such indemnifications.

#### 17. SEGMENT INFORMATION

The Company's operating segments are the Oz Funds segment and the Company's real estate business. The Oz Funds segment, which provides asset management services to the Company's multi-strategy funds, dedicated credit funds and other alternative investment vehicles, is currently the Company's only reportable operating segment under GAAP. The Company's real estate business, which provides asset management services to its real estate funds, is included in the Other Operations, as it does not meet the threshold of a reportable operating segment under GAAP.

In addition to analyzing the Company's results on a GAAP basis, management also reviews its results on an "Economic Income" basis. Economic Income excludes the adjustments described below that are required for presentation of the Company's results on a GAAP basis, but that management does not consider when evaluating operating performance in any given period. Management uses Economic Income as the basis on which it evaluates the Company's financial performance and makes resource allocation and other operating decisions. Management considers it important that investors review the same operating information that it uses.

Economic Income is a measure of pre-tax operating performance that excludes the following from the Company's results on a GAAP basis:

- Income allocations to the Company's executive managing directors on their direct interests in the Oz Operating Group. Management reviews operating performance at the Oz Operating Group level, where substantially all of the Company's operations are performed, prior to making any income allocations.

Equity-based compensation expenses, depreciation and amortization expenses, changes in the tax receivable agreement liability, net losses on early retirement of debt, gains and losses on fixed assets, and gains and losses on investments in funds, as management does not consider these items to be reflective of operating performance.

However, the fair value of RSUs that are settled in cash to employees or executive managing directors is included as an expense at the time of settlement.

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Amounts related to the consolidated funds, including the related eliminations of management fees and incentive income, as management reviews the total amount of management fees and incentive income earned in relation to total assets under management and fund performance.

In addition, expenses related to incentive income profit-sharing arrangements are generally recognized at the same time the related incentive income revenue is recognized, as management reviews the total compensation expense related to these arrangements in relation to any incentive income earned by the relevant fund. Further, deferred cash compensation is expensed in full in the year granted for Economic Income, rather than over the service period for GAAP.

Finally, management reviews Economic Income revenues by presenting management fees net of recurring placement and related service fees, rather than considering these fees an expense, and by excluding the impact of eliminations related to the consolidated funds.

Management does not regularly review assets by operating segment in assessing operating segment performance and the allocation of company resources; therefore, the Company does not present total assets by operating segment. Substantially all interest income and all interest expense related to indebtedness outstanding is allocated to the Oz Funds segment.

Oz Funds Segment Results

Three Months Ended September 30,		Nine Months Ended September 30,	
2018	2017	2018	2017

(dollars in thousands)

Oz Funds Segment:

Economic Income Revenues \$79,763 \$119,390 \$287,148 \$380,999

Economic Income \$(7,483 ) \$49,768 \$49,410 \$157,891

Reconciliation of Oz Funds Segment Revenues to Consolidated Revenues

Three Months Ended September 30,		Nine Months Ended September 30,	
2018	2017	2018	2017

(dollars in thousands)

Total consolidated revenues	\$93,827	\$131,999	\$332,003	\$420,097
Adjustment to management fees <sup>(1)</sup>	(4,222 )	(4,827 )	(13,440 )	(15,488 )
Adjustment to other revenues <sup>(2)</sup>	—	141	(39 )	(1,117 )
Other Operations revenues	(9,335 )	(5,868 )	(29,635 )	(18,975 )
Income of consolidated funds	(507 )	(2,055 )	(1,741 )	(3,518 )
Economic Income Revenues - Oz Funds Segment	\$79,763	\$119,390	\$287,148	\$380,999

Adjustment to present management fees net of recurring placement and related service fees, as management (1) considers these fees a reduction in management fees, not an expense. The impact of eliminations related to the consolidated funds is also removed.

(2) Adjustment to exclude realized gains on sale of fixed assets.



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Reconciliation of Oz Funds Segment Economic Income to Net (Loss) Income Attributable to Class A Shareholders

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	(dollars in thousands)			
Net (Loss) Income Attributable to Class A Shareholders—GAAP	\$(14,537)	\$5,726	\$(23,303)	\$11,660
Change in redemption value of Preferred Units	—	—	—	2,853
Net (Loss) Income Attributable to Och-Ziff Capital Management Group LLC—GAAP	\$(14,537)	\$5,726	\$(23,303)	\$14,513
Net (loss) income attributable to Group A Units	(21,798 )	9,500	(35,343 )	41,145
Equity-based compensation, net of RSUs settled in cash	22,311	22,128	67,572	63,566
Adjustment to recognize deferred cash compensation in the period of grant	791	(254 )	15,548	(666 )
Income taxes	(860 )	1,942	(372 )	17,242
Net losses on early retirement of debt	—	—	14,303	—
Allocations to Group D Units	783	1,554	3,060	4,914
Adjustment for expenses related to compensation and profit-sharing arrangements based on fund investment performance	4,229	7,470	4,622	13,242
Depreciation, amortization and net gains and losses on fixed assets	2,543	2,237	7,709	7,693
Other adjustments	781	(314 )	1,383	(1,511 )
Other Operations	(1,726 )	(221 )	(5,769 )	(2,247 )
Economic Income - Oz Funds Segment	\$(7,483 )	\$49,768	\$49,410	\$157,891

18. SUBSEQUENT EVENTS

Dividend

On November 2, 2018, the Company announced a cash dividend of \$0.02 per Class A Share. The dividend is payable on November 20, 2018, to holders of record as of the close of business on November 13, 2018.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in "Part II—Item 1A. Risk Factors" of this report. Actual results may differ materially from those contained in any forward-looking statements. This MD&A should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this quarterly report. An investment in our Class A Shares is not an investment in any of our funds.

### Overview

#### Changes in Debt Obligations

In the second quarter of 2018, we repaid our \$400.0 million senior notes issued in 2014 (the "Senior Notes") and entered into a new credit and guarantee agreement (the "Senior Credit Agreement") that includes a \$250.0 million term loan facility (the "2018 Term Loan") and a \$100.0 million revolving credit facility which remained undrawn (the "2018 Revolving Credit Facility"). We voluntarily pre-paid \$50.0 million of the 2018 Term Loan during the second quarter. As of September 30, 2018, the balance outstanding under the 2018 Term Loan was \$200.0 million.

In addition, as a result of a recent court decision that vacates application of U.S. risk retention rules in certain CLO transactions, we sold a net of \$134.8 million of risk retention investments in certain of our U.S. CLOs and repaid \$118.2 million of related financing during the second quarter of 2018.

#### Effects of Adoption of Revenue Recognition Standard

In the first quarter of 2018, we adopted new revenue recognition accounting guidance, which resulted in the acceleration of \$128.3 million of previously accrued but unrecognized incentive income through an adjustment to opening equity. As it relates to Economic Income, amounts related to the Company's real estate funds were partially offset by related compensation and benefits expense of \$43.7 million on an Economic Income basis. As it relates to GAAP, the adoption of the accounting guidance did not impact the recognition of compensation and benefits as such amounts have already been recognized as expense.

#### Overview of Our Financial Results

We reported GAAP net loss attributable to Class A Shareholders of \$14.5 million for the third quarter of 2018, compared to net income of \$5.7 million for the third quarter of 2017. The quarter-to-date decline was primarily due to lower incentive income and management fees, as well as a legal provision related to a shareholder class action settlement recorded during the quarter. These decreases in earnings were partially offset by lower income tax expense, higher interest income and lower interest expense.

We reported GAAP net loss of \$23.3 million for the first nine months of 2018, compared to income of \$11.7 million for the first nine months of 2017. The year-to-date decline was primarily due to lower incentive income and management fees, as well as legal provisions recorded in the period. Also contributing to the year-over-year decline were net losses incurred on early retirement of debt during the first half of 2018, as well as higher compensation and benefits and interest expense. These decreases in earnings were partially offset by lower income tax expense and higher interest income.

Economic Income was a loss of \$5.8 million for the third quarter of 2018, compared to income of \$50.0 million for the third quarter of 2017. The quarter-to-date decline was primarily due to lower incentive income and management fees, a legal provision recorded during the quarter, as well as higher compensation and benefits. These decreases in earnings were partially offset by higher interest income and lower interest expense.

Economic Income was \$55.2 million for the first nine months of 2018, compared to \$160.1 million for the first nine months of 2017. The year-to-date decline was primarily due to lower incentive income and management fees, a legal provision recorded in the period, as well as higher interest expense. These decreases were partially offset by higher interest income and lower compensation and benefits expenses.

Economic Income is a non-GAAP measure. For additional information regarding non-GAAP measures, as well as for a discussion of the drivers of the year over year change in Economic Income, please see "—Economic Income Analysis."



#### Overview of Assets Under Management and Fund Performance

Assets under management totaled \$33.0 billion as of September 30, 2018. Longer-dated assets under management, which are those subject to initial commitment periods of three years or longer, were \$19.9 billion, comprising 60% of our total assets under management as of September 30, 2018. Assets under management in our dedicated credit, real estate and other strategy-specific funds were \$21.5 billion, comprising 65% of assets under management as of September 30, 2018.

Assets under management in our multi-strategy funds totaled \$11.5 billion as of September 30, 2018, decreasing \$3.2 billion, or 22%, year-over-year. This change was driven by net capital outflows of \$3.1 billion, primarily in the Oz Master Fund, our largest multi-strategy fund, partially offset by performance-related appreciation of \$582.1 million. Also contributing to the decrease was \$623.5 million of distributions to investors in certain smaller funds that we have decided to close.

Oz Master Fund generated a gross return of 6.0% and a net return of 4.0% year-to-date through September 30, 2018. Oz Master Fund's return was broad based, with positive performance in all of its major strategies. Please see "—Assets Under Management and Fund Performance—Multi-Strategy Funds" for additional information regarding the returns of the Oz Master Fund.

Assets under management in our dedicated credit products totaled \$18.7 billion as of September 30, 2018, increasing \$3.8 billion, or 25%, year-over-year. This change was driven by capital net inflows of \$3.6 billion and performance-related appreciation of \$536.9 million, partially offset by \$340.6 million of distributions and other reductions primarily in our closed-end opportunistic credit funds.

Assets under management in our opportunistic credit funds totaled \$5.6 billion as of September 30, 2018, increasing \$161.5 million, or 3%, year-over-year. This change was driven by \$580.4 million of performance-related appreciation, partially offset by \$272.3 million of net outflows and \$146.6 million of distributions in our closed-end opportunistic credit funds.

Oz Credit Opportunities Master Fund, our global opportunistic credit fund, generated a gross return of 12.4% and a net return of 8.8% year-to-date through September 30, 2018. Performance was broad-based with gains across both the corporate and structured credit strategies. Assets under management for the fund were \$1.8 billion as of September 30, 2018.

Assets under management in Institutional Credit Strategies totaled \$13.1 billion as of September 30, 2018, increasing \$3.6 billion, or 38%, year-over-year. The increase was driven primarily by the closing of additional CLOs and an aircraft securitization.

Assets under management in our real estate funds totaled \$2.5 billion as of September 30, 2018, decreasing \$97.9 million, or 4%, year-over-year. Since inception through September 30, 2018, the gross internal rate of return ("IRR") was 32.9% and 21.5% net for Och-Ziff Real Estate Fund II (for which the investment period ended in 2014), and 25.2% gross and 16.0% net for Och-Ziff Real Estate Fund I (for which the investment period ended in 2010).

#### Assets Under Management and Fund Performance

Our financial results are primarily driven by the combination of our assets under management and the investment performance of our funds. Both of these factors directly affect the revenues we earn from management fees and incentive income. Growth in assets under management due to capital placed with us by investors in our funds and positive investment performance of our funds drive growth in our revenues and earnings. Conversely, poor investment performance slows our growth by decreasing our assets under management and increasing the potential for redemptions from our funds, which would have a negative effect on our revenues and earnings.

We typically accept capital from new and existing investors in our funds on a monthly basis on the first day of each month. Investors in our multi-strategy and our open-end opportunistic credit funds (other than with respect to capital invested in Special Investments) typically have the right to redeem their interests in a fund following an initial lock-up period of one to three years. Following the expiration of these lock-up periods, subject to certain limitations, investors may redeem capital generally on a quarterly or annual basis upon giving 30 to 90 days' prior written notice. However, upon the payment of a redemption fee to the applicable fund and upon giving 30 days' prior written notice, certain



investors may redeem capital during the lock-up period. The

lock-up requirements for our funds may generally be waived or modified at the sole discretion of each fund's general partner or board of directors, as applicable.

With respect to investors with quarterly redemption rights, requests for redemptions submitted during a quarter generally reduce assets under management on the first day of the following quarter. Accordingly, quarterly redemptions generally will have no impact on management fees during the quarter in which they are submitted. Instead, these redemptions will reduce management fees in the following quarter. With respect to investors with annual redemption rights, redemptions paid prior to the end of a quarter impact assets under management in the quarter in which they are paid, and therefore impact management fees for that quarter.

Investors in our closed-end credit funds, CLOs, real estate and certain other funds are not able to redeem their investments. In those funds, investors generally make a commitment that is funded over an investment period (or at launch for our CLOs). Upon the expiration of the investment period, the investments are then sold or realized over time, and distributions are made to the investors in the fund.

In a declining market, during periods when the hedge fund industry generally experiences outflows, or in response to specific company events, we could experience increased redemptions and a consequent reduction in our assets under management. Over the past couple of years, our assets under management have declined and this trend may continue to some extent for some period of time in light of the 2016 settlements and the related inability to rely on Regulation D. However, throughout the latter part of 2017 and into early 2018, net outflows from our multi-strategy funds began to normalize and were partially offset by growth in our CLOs business, as well as positive fund performance. We believe that strong fund performance should translate to inflows, although we cannot pinpoint the timing.

Information with respect to our assets under management throughout this report, including the tables set forth below, includes investments by us, our executive managing directors, employees and certain other related parties. As of September 30, 2018, approximately 7% of our assets under management represented investments by us, our executive managing directors, employees and certain other related parties in our funds. As of that date, approximately 28% of these affiliated assets under management are not charged management fees and are not subject to an incentive income calculation. Additionally, to the extent that a fund is an investor in another fund, we waive or rebate a corresponding portion of the management fees charged to the fund.

As further discussed below in “—Understanding Our Results—Revenues,” we generally calculate management fees based on assets under management as of the beginning of each quarter. The assets under management in the tables below are presented net of management fees and incentive income as of the end of the period. Accordingly, the assets under management presented in the tables below are not the amounts used to calculate management fees for the respective periods.

Appreciation (depreciation) in the tables below reflects the aggregate net capital appreciation (depreciation) for the entire period and is presented on a total return basis, net of all fees and expenses (except incentive income on Special Investments), and includes the reinvestment of all dividends and other income. Management fees and incentive income vary by product. CLOs included within Institutional Credit Strategies are reflected at principal value and any change in appreciation/(depreciation) reflects a change in the par value of the underlying collateral within the CLOs or foreign currency translation changes in the measurement of assets under management of our European CLOs.

## Summary of Changes in Assets Under Management

The tables below present the changes to our assets under management for the respective periods based on the type of funds or investment vehicles we manage.

## Three Months Ended September 30, 2018

	June 30, 2018	Inflows / (Outflows)	Distributions / Other Reductions	Appreciation / (Depreciation)	September 30, 2018
	(dollars in thousands)				
Multi-strategy funds	\$12,703,068	\$(1,139,496)	\$(28,467)	\$ (69,301)	\$ 11,465,804
Credit					
Opportunistic credit funds	5,519,421	(34,647)	(6,039)	117,502	5,596,237
Institutional Credit Strategies	12,747,327	525,968	(194,060)	(7,320)	13,071,915
Real estate funds	2,539,352	4,688	(44,463)	65	2,499,642
Other	399,217	(37,231)	(24)	(971)	360,991
Total	\$33,908,385	\$(680,718)	\$(273,053)	\$ 39,975	\$ 32,994,589

## Three Months Ended September 30, 2017

	June 30, 2017	Inflows / (Outflows)	Distributions / Other Reductions	Appreciation / (Depreciation)	September 30, 2017
	(dollars in thousands)				
Multi-strategy funds	\$16,091,042	\$(1,810,922)	\$ —	\$ 345,756	\$ 14,625,876
Credit					
Opportunistic credit funds	5,341,522	(9,969)	(16,510)	119,655	5,434,698
Institutional Credit Strategies	8,514,811	924,089	—	14,473	9,453,373
Real estate funds	2,617,832	8,079	(28,344)	(43)	2,597,524
Other	632,452	(31,573)	(1,078)	3,903	603,704
Total	\$33,197,659	\$(920,296)	\$(45,932)	\$ 483,744	\$ 32,715,175

## Nine Months Ended September 30, 2018

	December 31, 2017	Inflows / (Outflows)	Distributions / Other Reductions	Appreciation / (Depreciation)	September 30, 2018
	(dollars in thousands)				
Multi-strategy funds	\$13,695,040	\$(2,057,876)	\$(623,458)	\$ 452,098	\$ 11,465,804
Credit					
Opportunistic credit funds	5,513,618	(184,724)	(124,825)	392,168	5,596,237
Institutional Credit Strategies	10,136,991	3,179,485	(194,060)	(50,501)	13,071,915
Real estate funds	2,495,190	82,492	(78,056)	16	2,499,642
Other	587,723	(72,400)	(159,282)	4,950	360,991
Total	\$32,428,562	\$946,977	\$(1,179,681)	\$ 798,731	\$ 32,994,589



Nine Months Ended September 30, 2017

	December 31, 2016	Inflows / (Outflows)	Distributions / Other Reductions	Appreciation / (Depreciation)	September 30, 2017
	(dollars in thousands)				
Multi-strategy funds	\$21,084,548	\$(8,175,198)	\$—	\$ 1,716,526	\$ 14,625,876
Credit					
Opportunistic credit funds	5,376,080	(249,550)	(36,279)	344,447	5,434,698
Institutional Credit Strategies	8,019,510	1,437,740	—	(3,877)	9,453,373
Real estate funds	2,213,364	459,476	(75,943)	627	2,597,524
Other	1,186,801	(597,581)	(31,094)	45,578	603,704
Total	\$37,880,303	\$(7,125,113)	\$(143,316)	\$ 2,103,301	\$ 32,715,175

In the nine months ended September 30, 2018, our funds experienced performance-related appreciation of \$798.7 million and net inflows of \$947.0 million. The net inflows were comprised of \$4.2 billion of gross inflows, primarily due to launches of new CLOs, and \$3.3 billion of gross outflows due to redemptions. We also had \$1.2 billion in distributions and other reductions related to refinancing and subsequent pay down of notes of a CLO, real estate and closed-end funds that are in the process of realizing investments and making distributions to investors in those funds, as well as to certain smaller funds that we have decided to close. Our outflows in the first nine months of 2018 started to normalize. In the first nine months of 2018, excluding securitization vehicles within Institutional Credit Strategies, our largest sources of gross inflows were from pensions, corporate, institutional, and related parties, while pensions and related parties were the largest sources of gross outflows.

As of November 1, 2018, assets under management decreased to an estimated \$32.3 billion from September 30, 2018, reflecting estimated performance-related depreciation of approximately \$378.2 million, capital net outflows of approximately \$256.5 million and distributions of \$30.0 million since the end of the quarter.

In the nine months ended September 30, 2017, our funds experienced performance-related appreciation of \$2.1 billion and net outflows of \$7.1 billion, which was comprised of \$2.2 billion of gross inflows and \$9.3 billion of gross outflows due to redemptions. We also had \$143.3 million in distributions and other reductions related to investors in our real estate, closed-end opportunistic credit and other funds. We experienced elevated redemptions and reduced inflows in our multi-strategy funds during early 2017 as a result of the investigation matter and the related inability to rely on Regulation D. In the first nine months of 2017, excluding CLOs, our largest source of gross inflows was from corporate, institutional and other, while pensions and private banks were our largest sources of gross outflows.

Weighted-Average Assets Under Management and Average Management Fee Rates

The table below presents our weighted-average assets under management and average management fee rates.

Weighted-average assets under management exclude the impact of third quarter investment performance for the periods presented, as these amounts generally do not impact management fees calculated for those periods. The average management fee rates presented below take into account the effect of non-fee paying assets under management. Please see the respective sections below for average management fee rates by fund type.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(dollars in thousands)			
Weighted-average assets under management	\$33,091,899	\$32,032,309	\$32,709,615	\$32,532,857
Average management fee rates	0.80	% 0.90	% 0.82	% 0.94

The decline in our average management fee rate for the periods presented occurred primarily because of a change in the mix of products that comprise our assets under management. Our average management fee will vary from period

to period based on the mix of products that comprise our assets under management.

### Fund Performance Information

The tables below present performance information for the funds we manage. All of our funds are managed by the Oz Funds segment with the exception of our real estate funds, which are managed by the real estate management business included in Other Operations.

The performance information presented in this report is not indicative of the performance of our Class A Shares and is not necessarily indicative of the future results of any particular fund, including the accrued unrecognized amounts of incentive income. An investment in our Class A Shares is not an investment in any of our funds. There can be no assurance that any of our existing or future funds will achieve similar results. The timing and amount of incentive income generated from our funds are inherently uncertain. Incentive income is a function of investment performance and realizations of investments, which vary period-to-period based on market conditions and other factors. We cannot predict when, or if, any realization of investments will occur. Incentive income recognized for any particular period is not a reliable indicator of incentive income that may be earned in subsequent periods.

The return information presented in this report represents, where applicable, the composite performance of all feeder funds that comprise each of the master funds presented. Gross return information is generally calculated using the total return of all feeder funds, net of all fees and expenses except management fees and incentive income of such feeder funds and master funds and the returns of each feeder fund include the reinvestment of all dividends and other income. Net return information is generally calculated as the gross returns less management fees and incentive income (except incentive income on unrealized gains attributable to Special Investments in certain funds that could reduce returns on these investments at the time of realization). Return information also includes realized and unrealized gains and losses attributable to Special Investments and initial public offering investments that are not allocated to all investors in the feeder funds. Investors that were not allocated Special Investments and initial public offering investments may experience materially different returns.

### Multi-Strategy Funds

The table below presents assets under management and investment performance for our multi-strategy funds. Assets under management are generally based on the net asset value of these products. Management fees generally range from 0.98% to 2.25% of assets under management. For the third quarter of 2018, our multi-strategy funds had an average management fee rate of 1.25%.

We generally crystallize incentive income from the majority of our multi-strategy funds on an annual basis. Incentive income is generally equal to 20% of the realized and unrealized profits attributable to each investor. A portion of the assets under management in each of the Oz Master Fund and our other multi-strategy funds is subject to initial commitment periods of three years, and for certain of these assets, we only earn incentive income once profits attributable to an investor exceed a preferential return, or “hurdle rate,” which is generally equal to the 3-month T-bill or LIBOR rate for our multi-strategy funds. Once the investment performance has exceeded the hurdle rate for these assets, we may receive a “catch-up” allocation, resulting in a potential recognition by us of a full 20% of the net profits attributable to investors in these assets.

Fund	Assets Under Management as of September 30,		Returns for the Nine Months Ended September 30,				Annualized Returns Since Inception Through September 30, 2018	
			2018		2017		Gross	Net
	2018	2017	Gross	Net	Gross	Net	Gross	Net
	(dollars in thousands)							
Oz Master Fund <sup>(1)</sup>	\$10,349,934	\$12,133,186	6.0 %	4.0 %	13.6 %	9.7 %	16.5 % <sup>(1)</sup>	11.5 % <sup>(1)</sup>
Oz Enhanced Master Fund	695,283	654,062	7.5 %	5.0 %	22.9 %	16.8 %	14.4 %	9.8 %
Other funds	420,587	1,838,628	n/m	n/m	n/m	n/m	n/m	n/m

\$11,465,804 \$14,625,876

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n/m not meaningful

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The annualized returns since inception are those of the Oz Multi-Strategy Composite, which represents the composite performance of all accounts that were managed in accordance with our broad multi-strategy mandate that were not subject to portfolio investment restrictions or other factors that limited our investment discretion since inception on April 1, 1994. Performance is calculated using the total return of all such accounts net of all investment fees and expenses of such accounts, except incentive income on unrealized gains attributable to Special Investments that could reduce returns in these investments at the time of realization, and the returns include the reinvestment of all dividends and other income. The performance calculation for the Oz Master Fund excludes realized and unrealized gains and losses attributable to currency hedging specific to certain investors investing in (1) Oz Master Fund in currencies other than the U.S. Dollar. For the period from April 1, 1994 through December 31, 1997, the returns are gross of certain overhead expenses that were reimbursed by the accounts. Such reimbursement arrangements were terminated at the inception of the Oz Master Fund on January 1, 1998. The size of the accounts comprising the composite during the time period shown vary materially. Such differences impacted our investment decisions and the diversity of the investment strategies followed. Furthermore, the composition of the investment strategies we follow is subject to our discretion, has varied materially since inception and is expected to vary materially in the future. As of September 30, 2018, the gross and net annualized returns since the Oz Master Fund's inception on January 1, 1998 were 12.9% and 8.7%, respectively.

The \$3.2 billion, or 22%, year-over-year decrease in assets under management in our multi-strategy funds was primarily due to capital net outflows of \$3.1 billion, primarily from the Oz Master Fund, our largest multi-strategy fund, and distributions of \$623.5 million in certain other multi-strategy funds that we have decided to close. These decreases were partially offset by performance-related appreciation of \$582.1 million. In 2018, the largest sources of gross outflows from our multi-strategy funds were attributable to pensions and related parties.

For the first nine months of 2018, the Oz Master Fund generated a gross return of 6.0% and a net return of 4.0%. Oz Master Fund's return was broad based, with positive performance in all of its major strategies.

For the first nine months of 2017, the OZ Master Fund generated a gross return of 13.6% and a net return of 9.7%.

Each of the five core investment strategies in the multi-strategy funds - long/short equity special situations, merger arbitrage, corporate credit, structured credit and convertible and derivative arbitrage - generated positive returns this period. Long/short equity special situations and merger arbitrage had a solid first nine months, achieving gains across all three geographies, and combined have contributed 9.2% gross year-to-date. The fund's global credit business also had a strong first nine months, achieving gains in both structured and corporate credit across geographies, contributing 3.1% gross year-to-date.

#### Credit

Assets Under  
Management as of  
September 30,  
2018            2017

(dollars in thousands)

Opportunistic credit funds	\$5,596,237	\$5,434,698
Institutional Credit Strategies	13,071,915	9,453,373
	\$18,668,152	\$14,888,071

#### Opportunistic Credit Funds

Our opportunistic credit funds seek to generate risk-adjusted returns by capturing value in mispriced investments across disrupted, dislocated and distressed corporate, structured and private credit markets globally.

Certain of our opportunistic credit funds are open-end and allow for contributions and redemptions (subject to initial lock-up and notice periods) on a periodic basis similar to our multi-strategy funds. Our remaining opportunistic credit funds are closed-end, whereby investors make a commitment that is funded over an investment period. Upon the expiration of an investment period, the investments are then sold or realized over a period of time, and distributions

are made to the investors in the fund.

Assets under management for our opportunistic credit funds are generally based on the net asset value of those funds plus any unfunded commitments. Management fees for our opportunistic credit funds generally range from 0.75% to 1.75% of the net asset value of these funds. For the third quarter of 2018, our opportunistic credit funds had an average management fee rate of 0.80%.

The table below presents assets under management and investment performance information for certain of our opportunistic credit funds. Incentive income related to these funds (excluding the closed-end opportunistic fund, which is explained further below) is generally equal to 20% of realized and unrealized profits attributable to each investor, and a portion of these assets under management is subject to hurdle rates, which are generally 5% to 8% for our open-end opportunistic credit funds. Once the cumulative investment performance has exceeded the hurdle rate, we may receive a “catch-up” allocation, resulting in a potential recognition by us of a full 20% of the net profits attributable to investors in these funds. The measurement periods for these assets under management generally range from one to five years.

Fund	Assets Under Management as of September 30,		Returns for the Nine Months Ended September 30,				Annualized Returns Since Inception Through September 30, 2018	
	2018	2017	2018		2017		2018	
			Gross	Net	Gross	Net	Gross	Net
	(dollars in thousands)							
Oz Credit Opportunities Master Fund	\$1,771,095	\$1,739,676	12.4%	8.8%	11.8%	8.0%	17.4%	12.7%
Customized Credit Focused Platform	3,148,603	2,918,757	11.5%	8.6%	9.4%	7.0%	19.1%	14.4%
Closed-end opportunistic credit funds	224,609	308,278	See below for return information on our closed-end opportunistic credit funds.					
Other funds	451,930	467,987	n/m	n/m	n/m	n/m	n/m	n/m
	\$5,596,237	\$5,434,698						

n/m not meaningful

Assets under management in our opportunistic credit funds increased by \$161.5 million, or 3%, year-over-year. This change was driven by \$580.4 million of performance-related appreciation, partially offset by \$272.3 million of net outflows and \$146.6 million of distributions in the Company’s closed-end opportunistic credit funds.

For the first nine months of 2018, the Oz Credit Opportunities Master Fund, our global opportunistic credit fund, generated a gross return of 12.4% and a net return of 8.8%. For the first nine months of 2017, the OZ Credit Opportunities Master Fund, generated a gross return of 11.8% and a net return of 8.0%. Performance was broad-based with gains across both the corporate and structured credit strategies.

The table below presents assets under management, investment performance and other information for our closed-end opportunistic credit funds. Our closed-end opportunistic credit funds follow a European-style waterfall, whereby incentive income may be paid to us only after a fund investor receives distributions in excess of their total contributed capital and a preferential return, which is generally 6%. Incentive income related to these funds is generally equal to 20% of the cumulative realized profits in excess of the preferential return attributable to each investor over the life of the fund. Once the investment performance has exceeded the preferential return, we may receive a “catch-up” allocation, resulting in a potential recognition by us of a full 20% of the net profits attributable to investors in these funds. These funds have concluded their investment periods, and therefore we expect assets under management for these funds to decrease as investments are sold and the related proceeds are distributed to the investors in these funds.

Fund (Investment Period)	Assets Under Management as of September 30,		Inception to Date as of September 30, 2018		IRR		
	2018	2017	Total Commitments	Total Invested Capital <sup>(1)</sup>	Gross <sup>(2)</sup>	Net <sup>(3)</sup>	Gross MOIC <sup>(4)</sup>
	(dollars in thousands)						
Oz European Credit Opportunities Fund (2012-2015)	\$43,486	\$64,538	\$459,600	\$305,487	16.2%	12.3%	1.5x
Oz Structured Products Domestic Fund II (2011-2014)	83,149	111,596	326,850	326,850	20.1%	15.9%	2.1x
Oz Structured Products Offshore Fund II (2011-2014)	85,664	118,512	304,531	304,531	17.7%	13.9%	1.9x
Oz Structured Products Offshore Fund I (2010-2013)	6,366	5,627	155,098	155,098	23.9%	19.2%	2.1x
Oz Structured Products Domestic Fund I (2010-2013)	5,764	5,055	99,986	99,986	22.8%	18.2%	2.0x
Other funds	180	2,950	168,250	168,250	n/m	n/m	n/m
	\$224,609	\$308,278	\$1,514,315	\$1,360,202			

n/m not meaningful

(1) Represents funded capital commitments net of callable distributions to investors.

Gross IRR for our closed-end opportunistic credit funds represents the estimated, unaudited, annualized return based on the timing of cash inflows and outflows for the fund as of September 30, 2018, including the fair value of (2) unrealized investments as of such date, together with any appreciation or depreciation from related hedging activity. Gross IRR does not include the effects of management fees or incentive income, which would reduce the return, and includes the reinvestment of all fund income.

Net IRR is calculated as described in footnote (2), but is reduced by all management fees, as well as paid incentive and accrued incentive income that will be payable upon the distribution of each fund’s capital in accordance with (3) the terms of the relevant fund. Accrued incentive income may be higher or lower at such time. The net IRR represents a composite rate of return for a fund and does not reflect the net IRR specific to any individual investor.

Gross MOIC for our closed-end opportunistic credit funds is calculated by dividing the sum of the net asset value (4) of the fund, accrued incentive income, life-to-date incentive income and management fees paid and any non-recallable distributions made from the fund by the invested capital.

Institutional Credit Strategies

Institutional Credit Strategies is our asset management platform that invests in performing credits, including leveraged loans, high-yield bonds, private credit/bespoke financing and investment grade credit via CLOs and other customized solutions for clients.

Assets under management for Institutional Credit Strategies, which are primarily comprised of our CLOs, are generally based on the par value of the collateral and cash held in the CLOs. However, assets under management are reduced for any investments in our CLOs held by our other funds in order to avoid double counting these assets. Management fees for Institutional Credit Strategies generally range from 0.35% to 0.50% of assets under management. For the third quarter of 2018, Institutional Credit Strategies had an average management fee rate of 0.39%.

Incentive income from our CLOs is generally equal to 20% of the excess cash flows due to the holders of the subordinated notes issued by the CLOs, and is generally subject to a 12% hurdle rate. Because of the hurdle rate and structure of

our CLOs, we do not expect to earn a meaningful amount of incentive income from these entities, and therefore no return information is presented for these vehicles.

The OZLM CLOs presented below are our U.S. CLOs, whereas the OZLME CLO are our European CLOs.

CLOs	Initial Closing Date (Most Recent Refinance Date)	Deal Size	Assets Under Management as of September 30,	
			2018	2017
			(dollars in thousands)	
OZLM I	July 19, 2012 (July 24, 2017)	\$523,550	\$496,259	\$496,684
OZLM II	November 1, 2012 (August 29, 2018)	567,100	508,041	509,048
OZLM III	February 20, 2013 (December 15, 2016)	653,250	607,773	608,852
OZLM IV	June 27, 2013 (September 15, 2017)	615,500	539,403	535,978
OZLM V	December 17, 2013 (March 16, 2017)	501,250	—	467,159
OZLM VI	April 16, 2014 (April 17, 2018)	621,250	596,918	595,547
OZLM VII	June 26, 2014 (July 17, 2018)	636,775	597,974	793,458
OZLM VIII	September 9, 2014 (May 30, 2017)	622,250	593,006	595,657
OZLM IX	December 22, 2014 (March 2, 2017)	510,208	497,665	499,437
OZLM XI	March 12, 2015 (August 18, 2017)	541,532	515,226	490,284
OZLM XII	May 28, 2015 (September 18, 2018)	565,650	548,248	549,377
OZLM XIII	August 6, 2015 (September 18, 2018)	511,600	494,491	495,529
OZLM XIV	December 21, 2015 (June 4, 2018)	507,420	501,021	502,433
OZLM XV	December 20, 2016	409,250	395,594	395,804
OZLME I	December 15, 2016	430,490	463,032	470,404
OZLM XVI	June 8, 2017	410,250	400,307	401,172
OZLM XVII	August 3, 2017	512,000	498,020	499,692
OZLME II	September 14, 2017	494,708	460,270	468,738
OZLM XIX	November 21, 2017	610,800	600,367	—
OZLM XXI	January 26, 2018	510,600	500,237	—
OZLME III	January 31, 2018	509,118	463,921	—
OZLM XXII	February 22, 2018	509,200	463,686	—
OZLM XVIII	April 4, 2018	508,000	499,622	—
OZLM XX	May 11, 2018	464,150	447,813	—
OZLME IV	August 1, 2018	479,385	466,458	—
		13,225,286	12,155,352	9,375,253
STARR 2018-1	June 27, 2018	696,000	680,231	—
Other funds	n/a	n/a	236,332	78,120
		\$13,921,286	\$13,071,915	\$9,453,373

Assets under management in Institutional Credit Strategies totaled \$13.1 billion as of September 30, 2018, increasing \$3.6 billion, or 38%, year-over-year. The year-over-year increase in assets under management in Institutional Credit Strategies was driven primarily by the closing of additional CLOs and an aircraft securitization. In June 2018, in partnership with GE Capital Aviation Services, we closed a \$696.0 million aircraft securitization, STARR 2018-1, where we serve as the asset manager.



Real Estate Funds

Our real estate funds generally make investments in commercial and residential real estate, including real property, multi-property portfolios, real estate-related joint ventures, real estate operating companies and other real estate-related assets.

Assets under management for our real estate funds are generally based on the amount of capital committed by our fund investors during the investment period and the amount of actual capital invested for periods following the investment period. However, assets under management are reduced for unfunded commitments by our executive managing directors that will be funded through transfers from other funds in order to avoid double counting these assets. Management fees for our real estate funds generally range from 0.75% to 1.50% of assets under management; however, management fees for Och-Ziff Real Estate Credit Fund I are based on invested capital. For the third quarter of 2018, our real estate funds had an average management fee rate of 0.75%.

The table below presents assets under management, investment performance and other information for our real estate funds. Our real estate funds generally follow an American-style waterfall, whereby incentive income may be paid to us after a fund investment is realized if a fund investor receives distributions in excess of the capital contributed for such investment, as well as a preferential return on such investment, which is generally 6% to 10%. Upon each subsequent realization, incentive income, which is generally 20% of realized profits, is recalculated based on the cumulative realized profits in excess of the preferential return attributable to each investor over the life of the fund. Once the investment performance has exceeded the hurdle rate, we may receive a “catch-up” allocation, resulting in a potential recognition by us of a full 20% of the realized net profits attributable to investors in these funds.

Due to the recalculation of cumulative realized profits upon each realization, the fund may clawback incentive income previously paid to us. As a result, we record incentive income paid to us by the real estate funds as unearned revenue in our consolidated balance sheets until the criteria for revenue recognition has been met.

Fund	Assets Under Management as of		Inception to Date as of September 30, 2018									
	2018	2017	Total Investments			Realized/Partially Realized Investments <sup>(1)</sup>						
			Total Commitment	Invested Capital <sup>(2)</sup>	Total Value <sup>(3)</sup>	Gross IRR <sup>(4)</sup>	Net IRR <sup>(5)</sup>	Gross MOIC <sup>(6)</sup>	Invested Capital	Total Value	Gross IRR <sup>(4)</sup>	Gross MOIC <sup>(6)</sup>
	(dollars in thousands)											
Och-Ziff Real Estate Fund I	\$13,578	\$13,102										
Och-Ziff Real Estate Fund II	103,553	286,003										
Och-Ziff Real Estate Fund III	1,458,089	1,453,133										
Och-Ziff Real Estate Credit Fund I	697,696	695,464										
Other funds	226,726	149,822										
	\$2,499,642	\$2,597,524										
Fund (Investment Period)	(dollars in thousands)											
Och-Ziff Real Estate Fund I <sup>(7)</sup> (2005-2010)	\$408,081	\$386,298	\$831,415	25.2%	16.0%	2.2x	\$372,720	\$830,494	26.8%	2.2x		
Och-Ziff Real Estate Fund II <sup>(7)</sup> (2011-2014)	839,508	762,588	1,490,857	32.9%	21.5%	2.0x	718,888	1,412,575	33.0%	2.0x		



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Och-Ziff Real Estate Fund III (2014-2019)	1,500,000	889,595	1,396,318	32.8%	23.0%	1.6x	423,464	796,984	39.1%	1.9x
Och-Ziff Real Estate Credit Fund I <sup>(8)</sup> (2015-2019)	736,225	125,381	156,488	n/m	n/m	n/m	48,771	61,885	n/m	n/m
Other funds	367,046	204,722	285,287	n/m	n/m	n/m	61,483	108,519	n/m	n/m
	\$3,850,860	\$2,368,584	\$4,160,365				\$1,625,326	\$3,210,457		

Fund (Investment Period)	Unrealized Investments as of September 30, 2018		
	Invested Capital	Total Value	Gross MOIC <sup>(6)</sup>
	(dollars in thousands)		
Och-Ziff Real Estate Fund I (2005-2010) <sup>(7)</sup>	\$13,578	\$921	0.1x
Och-Ziff Real Estate Fund II (2011-2014) <sup>(7)</sup>	43,700	78,282	1.8x
Och-Ziff Real Estate Fund III (2014-2019)	466,131	599,334	1.3x
Och-Ziff Real Estate Credit Fund I (2015-2019) <sup>(8)</sup>	76,610	94,603	n/m
Other funds	143,239	176,768	n/m
	\$743,258	\$949,908	

n/m not meaningful

(1) An investment is considered partially realized when the total amount of proceeds received, including dividends, interest or other distributions of income and return of capital, represents at least 50% of invested capital.

(2) Invested capital represents total aggregate contributions made for investments by the fund.

(3) Total value represents the sum of realized distributions and the fair value of unrealized and partially realized investments as of September 30, 2018. Total value will be impacted (either positively or negatively) by future economic and other factors. Accordingly, the total value ultimately realized will likely be higher or lower than the amounts presented as of September 30, 2018.

(4) Gross IRR for our real estate funds represents the estimated, unaudited, annualized return based on the timing of cash inflows and outflows for the aggregated investments as of September 30, 2018, including the fair value of unrealized and partially realized investments as of such date, together with any unrealized appreciation or depreciation from related hedging activity. Gross IRR is not adjusted for estimated management fees, incentive income or other fees or expenses to be paid by the fund, which would reduce the return.

(5) Net IRR is calculated as described in footnote (4), but is reduced by all management fees and other fund-level fees and expenses not adjusted for in the calculation of gross IRR. Net IRR is further reduced by paid incentive and accrued incentive income that will be payable upon the distribution of each fund's capital in accordance with the terms of the relevant fund. Accrued incentive income may be higher or lower at such time. The net IRR represents a composite rate of return for a fund and does not reflect the net IRR specific to any individual investor.

(6) Gross MOIC for our real estate funds is calculated by dividing the value of a fund's investments by the invested capital, prior to adjustments for incentive income, management fees or other expenses to be paid by the fund.

(7) These funds have concluded their investment periods, and therefore we expect assets under management for these funds to decrease as investments are sold and the related proceeds are distributed to the investors in these funds.

(8) This fund has invested less than half of its committed capital; therefore, IRR and MOIC information is not presented, as it is not meaningful.

Assets under management in our real estate funds decreased \$97.9 million, or 4%, year-over-year. We continue to deploy capital in our real estate funds, while also realizing investments. In the first nine months of 2018, the real estate funds had nine full or partial realizations; seven from Och-Ziff Real Estate Fund III, which were realized at an average gross multiple of 1.8 times. In total, we have committed approximately 65% of Och-Ziff Real Estate Fund III, generating a 23.0% net return for investors since inception. Our Och-Ziff Real Estate Credit Fund I is currently 22% deployed.

Other

Management fees for these funds range from 0.75% to 1.50% of assets under management, generally based on the amount of capital committed to these platforms by our fund investors. For the third quarter of 2018, our other funds

had an average management fee rate of 0.50%.

Incentive income for these funds is generally 20% of realized and unrealized annual profits or of cumulative profits attributable to each investor. Incentive income for these funds is subject to hurdle rates generally 3% to 8%.

#### Longer-Term Assets Under Management

As of September 30, 2018, approximately 60% of our assets under management were subject to initial commitment periods of three years or longer. Incentive income on these assets, if any, is based on the cumulative investment performance generated over this commitment period. The table below presents the amount of these assets under management, as well as the amount of incentive income accrued at the fund level but that has not yet been recognized in our revenues. Further, these amounts may ultimately not be recognized as revenue by us in the event of future losses in the respective funds. See “—Understanding Our Results—Incentive Income” for additional information.





**Incentive Income.** We earn incentive income based on the cumulative performance of our funds over a commitment period. Prior to the adoption of new revenue recognition accounting guidance in 2018, incentive income was recognized at the end of the applicable commitment period when the amounts were contractually payable, or “crystallized,” and when no longer subject to clawback. Beginning in 2018, as a result of the adoption of the new revenue recognition accounting guidance, we recognize incentive income when such amounts are probable of not significantly reversing. See Note 2 to our consolidated financial statements included in this quarterly report for additional information regarding incentive income.

**Other Revenues.** Other revenues consist primarily of interest income on investments in CLOs and cash and cash equivalents. Interest income is recognized on an effective yield basis. Additionally, prior to the sale of our aircraft in the first half of 2017, revenue related to non-business use of the corporate aircraft by certain executive managing directors was also included within other revenues. Revenue earned from non-business use of the corporate aircraft was recognized on an accrual basis based on actual flight hours.

**Income of Consolidated Funds.** Revenues recorded as income of consolidated funds consist of interest income, dividend income and other miscellaneous items.

#### Expenses

**Compensation and Benefits.** Compensation and benefits consist of salaries, benefits, payroll taxes, and discretionary and guaranteed cash bonus expenses. We generally recognize compensation and benefits expenses over the related service period.

On an annual basis, compensation and benefits comprise a significant portion of total expenses, with discretionary cash bonuses generally comprising a significant portion of total compensation and benefits. We accrue minimum annual discretionary cash bonus on a straight-line basis during the year. The total amount of discretionary cash bonuses ultimately recognized for the full year, which is determined in the fourth quarter of each year, could differ materially from the minimum amount accrued, as the total discretionary cash bonus is dependent upon a variety of factors, including fund performance for the year. Prior to 2017, annual discretionary bonuses were generally determined and expensed in the fourth quarter of each year.

Compensation and benefits also includes equity-based compensation expense, which is primarily in the form of RSUs granted to our independent board members, employees and executive managing directors, as well as Partner Equity Units granted to executive managing directors. In February 2018, we also issued PSUs.

We also issue Group D Units to executive managing directors. Group D Units are not considered equity under GAAP, and therefore no equity-based compensation expense is recognized related to these units when they are granted.

Distributions to holders of Group D Units are included within compensation and benefits in the consolidated statements of comprehensive income (loss). These distributions are accrued in the quarter in which the related income was earned and are paid out the following quarter at the same time distributions on the Group A Units and dividends on the Company’s Class A Shares are paid. A Group D Unit converts into a Group A Unit to the extent the Company determines that it has become economically equivalent to a Group A Unit, at which point it is considered a grant of equity-based compensation for GAAP purposes. Upon the conversion of Group D Units into Group A Units, we recognize a one-time charge for the grant-date fair value of the vested units and begin to amortize the grant-date fair value of the unvested units over the vesting period. As additional Group D Units are converted into Group A Units in the future, we may see increasing non-cash equity-based compensation expense related to these units, and these non-cash expenses could be material.

We also have profit-sharing arrangements whereby certain employees or executive managing directors are entitled to a share of incentive income distributed by certain funds. This incentive income is typically paid to us, and a portion is paid to the participant, as investments held by these funds are realized. To the extent that the payments to the employees or executive managing directors are probable and reasonably estimable, we accrue these payments as compensation expense for GAAP purposes, which may occur prior to the recognition of the related incentive income. Deferred cash interest (“DCIs”) are also granted to certain employees and executive managing directors as a form of compensation. DCIs reflect notional fund investments made by us on behalf of an employee or executive managing

director. DCIs generally vest over a three year period, subject to an employee's or executive managing director's continued service. Upon vesting, we pay the employee or executive managing director an amount in cash equal to the notional investment represented by

the DCIs, as adjusted for notional fund performance. Except as otherwise provided in the relevant deferred cash interest plan or in an award agreement, in the event of a termination of the employee's or executive managing director's service, any portion of the DCIs that are unvested as of the date of termination will be forfeited.

**Interest Expense.** Amounts included within interest expense relate primarily to indebtedness outstanding. See “—Liquidity and Capital Resources—Debt Obligations” and “—Liquidity and Capital Resources—Securities Sold Under Agreements to Repurchase” for additional information.

**General, Administrative and Other.** General, administrative and other expenses are comprised of professional services, occupancy and equipment, information processing and communications, recurring placement and related service fees, business development, insurance, foreign exchange gains and losses, and other miscellaneous expenses.

**Expenses of Consolidated Funds.** Expenses recorded as expenses of consolidated funds consist of interest expense and other miscellaneous expenses.

**Other (Loss) Income**

**Changes in Tax Receivable Agreement Liability.** Changes in tax receivable agreement liability consists of changes in our estimate of the future payments related to the tax receivable agreement that result from changes in future income tax savings due to changes in tax rates. See Note 16 to our consolidated financial statements included in this report for additional information.

**Net Losses on Early Retirement of Debt.** Net losses on early retirement of debt consist of net losses realized upon the early retirement of the amounts outstanding under our Senior Notes and certain CLO Investments Loans in the second quarter of 2018. These losses include the write-off of unamortized debt discounts and issuance costs, as well as other fees incurred in connection with the early retirement of debt.

**Net (Losses) Gains on Investments in Funds and Joint Ventures.** Net (losses) gains on investments in funds and joint ventures primarily consist of net gains and losses on investments in our funds.

**Net Gains of Consolidated Funds.** Net gains of consolidated funds consist of net realized and unrealized gains and losses on investments held by the consolidated funds.

**Income Taxes**

Income taxes consist of our provision for federal, state and local income taxes in the United States and foreign income taxes, including provisions for deferred income taxes resulting from temporary differences between the tax and GAAP bases. The computation of the provision requires certain estimates and significant judgment, including, but not limited to, the expected taxable income for the year, projections of the proportion of income earned and taxed in foreign jurisdictions, permanent differences between the tax and GAAP bases and the likelihood of being able to fully utilize deferred income tax assets existing as of the end of the period.

The Registrant and the Oz Operating Partnerships are partnerships for U.S. federal income tax purposes. Due to our legal structure, only a portion of the income we earn is subject to corporate-level income taxes in the United States and foreign jurisdictions. The amount of incentive income we earn in a given year, the resultant flow of revenues and expenses through our legal entity structure, the effect that changes in our Class A Share price may have on the ultimate deduction we are able to take related to the settlement of RSUs, and any changes in future enacted income tax rates may have a significant impact on our income tax provision and effective income tax rate.

**Net (Loss) Income Attributable to Noncontrolling Interests**

Noncontrolling interests represent ownership interests in our subsidiaries held by parties other than us and are primarily made up of Group A Units. Increases or decreases in net (loss) income attributable to the Group A Units are driven by the



earnings of the Oz Operating Group. See Note 3 for additional information regarding our ownership interest in the Oz Operating Group.

We also consolidate certain of our opportunistic credit funds, wherein investors are able to redeem their interests after an initial lock-up period of up to three years. Allocations of earnings to these interests are reflected within net income attributable to redeemable noncontrolling interests in the consolidated statements of comprehensive income (loss). Increases or decreases in the net income attributable to fund investors' interests in consolidated funds are driven by the earnings of those funds as allocated under the contractual terms of the relevant fund agreements.

#### Results of Operations

Three and Nine Months Ended September 30, 2018 Compared to Three and Nine Months Ended September 30, 2017  
Revenues

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(dollars in thousands)			
Management fees	\$70,675	\$77,171	\$213,718	\$243,508
Incentive income	19,303	51,249	104,793	168,990
Other revenues	3,342	1,524	11,751	4,081
Income of consolidated funds	507	2,055	1,741	3,518
Total Revenues	\$93,827	\$131,999	\$332,003	\$420,097

Total revenues for the quarter-to-date period decreased by \$38.2 million, primarily due to the following:

A \$6.5 million decrease in management fees, driven primarily by a \$9.3 million decrease in management fees from our multi-strategy funds due to lower average assets under management, partially offset by an increase of \$4.1 million in Institutional Credit Strategies due to the launches of new CLOs and STARR 2018-01. See "Assets Under Management and Fund Performance—Weighted-Average Assets Under Management and Average Management Fee Rate" above for information regarding our average management fee rate.

A \$31.9 million decrease in incentive income, primarily due to the following:

- Multi-strategy funds. A \$29.7 million decrease in incentive income from our multi-strategy funds, primarily due to: (i) a \$21.9 million decrease due to crystallization of incentive related to fund investor redemptions during the quarter; (ii) a \$5.0 million decrease related to assets subject to a one-year measurement period; and (iii) a \$2.9 million decrease due to lower amounts earned from longer-term assets under management.

- Opportunistic credit funds. A \$5.4 million decrease in incentive income from our opportunistic credit funds, primarily due to (i) a \$3.3 million decrease related to longer-term assets under management; and (ii) a \$1.8 million decrease related to assets subject to a one-year measurement period.

- Real estate funds. An offsetting \$3.7 million increase in incentive income primarily due to additional realizations.

A \$1.8 million offsetting increase in other revenues, primarily due to higher interest income.

A \$1.5 million decrease in income of consolidated funds, primarily due to consolidation of a CLO in warehouse during the second and third quarters of 2017. The CLO was deconsolidated at launch in September of 2017.

Total revenues for the year-to-date period decreased by \$88.1 million, primarily due to the following:

A \$29.8 million decrease in management fees, driven primarily by a \$35.6 million decrease in management fees from our multi-strategy funds due to lower average assets under management, as well as a \$3.1 million decrease from our

opportunistic credit funds. These decreases were partially offset by an increase of \$11.3 million in Institutional Credit Strategies due to the launches of new CLOs and STARR 2018-01. See “Assets Under Management and Fund Performance—Weighted-Average Assets Under Management and Average Management Fee Rate” above for information regarding our average management fee rate.

▲ \$64.2 million decrease in incentive income, primarily due to the following:

- Multi-strategy funds. A \$66.0 million decrease in incentive income from our multi-strategy funds, primarily due to: (i) a \$39.5 million decrease due to lower amounts earned from longer-term assets under management; (ii) a \$35.5 million decrease related to crystallization of incentive related to fund investor redemptions during the period; and (iii) a \$1.7 million decrease due to tax distributions taken to cover tax liabilities on incentive income that has been accrued on certain longer-term assets under management. These decreases were partially offset by a \$10.8 million increase related to assets subject to a one-year measurement period.
- Opportunistic credit funds. A \$7.3 million decrease in incentive income from our opportunistic credit funds, primarily due to: (i) a \$14.3 million decrease due to tax distributions taken to cover tax liabilities on incentive income that has been accrued on certain longer-term assets under management; (ii) a \$7.1 million decrease related to the impacts of a modification in terms requiring an offset to previously recognized incentive income in the period; and (iii) a \$1.0 million decrease related to assets subject to a one-year measurement period. These decreases were partially offset by a \$15.3 million increase in incentive from longer-term assets under management.
- Real estate funds. An \$11.6 million increase in incentive income from our real estate funds primarily due to additional realizations.

▲ \$7.7 million offsetting increase in other revenues due to higher interest income.

▲ \$1.8 million decrease in income of consolidated funds, primarily due to consolidation of a CLO in warehouse during the second and third quarters of 2017. The CLO was deconsolidated at launch in September of 2017.

#### Expenses

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	(dollars in thousands)			
Compensation and benefits	\$74,635	\$74,490	\$218,061	\$214,112
Interest expense	4,820	5,611	18,923	17,043
General, administrative and other	50,289	33,136	136,648	114,229
Expenses of consolidated funds	(5 )	8,824	103	9,368
Total Expenses	\$129,739	\$122,061	\$373,735	\$354,752

Total expenses for the quarter-to-date period increased by \$7.7 million, primarily due to the following:

▲ \$17.2 million increase in general, administrative and other expenses, primarily due to an \$18.8 million legal provision related to certain matters described in Note 16. This increase was partially offset by reductions across various operating expenses as a result of expense savings initiatives.

▲ \$145 thousand increase in compensation and benefits expenses, which was driven by a \$3.0 million increase in bonus expense, primarily due to higher minimum bonus accruals, partially offset by a \$2.2 million decrease in salaries and benefits expense, which was driven by lower headcount. Our global headcount decreased to 429 as of September 30, 2018 from 491 as of September 30, 2017. The remaining decrease was primarily related to lower distributions accrued for Group D Units, as fewer units were outstanding during the current year period.

▲ \$8.8 million decrease in expenses of consolidated funds, primarily due to consolidation of a CLO in warehouse during the second and third quarters of 2017. The CLO was deconsolidated at launch in September of 2017.

A \$791 thousand decrease in interest expense driven primarily by a lower debt balance outstanding as a result of repayments in the second quarter of 2018. Refer to “Part I — Item 2. Management’s Discussion and Analysis—Overview” for additional details.

Total expenses for the year-to-date period increased by \$19.0 million, primarily due to the following:

A \$22.4 million increase in general, administrative and other expenses primarily due to: (i) a \$31.8 million legal provision related to certain matters described in Note 16; and (ii) a \$3.1 million increase in foreign exchange loss, which was driven in part by the increase in net exposure to investments in our European CLOs. These increases were partially offset by reductions across various operating expenses as a result of expense savings initiatives.

A \$3.9 million increase in compensation and benefits expenses, primarily driven by: (i) a \$6.7 million increase in bonus expense driven by higher minimum bonus accruals; (ii) a \$4.2 million increase in equity based compensation due to a higher average number of awards outstanding in the current year period (iii) an offsetting \$5.0 million decrease in salary and benefits due to a lower headcount, as described above; and (iv) a \$1.9 million decrease in expenses related to distributions accrued on Group D Units, as fewer units were outstanding in the current year period.

A \$1.9 million increase in interest expense, driven primarily by higher average debt balance outstanding in the earlier part of 2018.

An offsetting \$9.3 million decrease in expenses of consolidated funds, primarily due to consolidation of a CLO in warehouse during the second and third quarters of 2017. The CLO was deconsolidated at launch in September of 2017.

Other (Loss) Income

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
	(dollars in thousands)			
Net losses on early retirement of debt	\$—	\$—	\$(14,303)	\$—
Net (losses) gains on investments in funds and joint ventures	(541)	264	(1,014)	1,050
Net gains of consolidated funds	290	7,658	756	8,278
Total Other (Loss) Income	\$(251)	\$7,922	\$(14,561)	\$9,328

Total other (loss) income increased by \$8.2 million and \$23.9 million for the both quarter-to-date and year-to-date periods, respectively. The quarter-to-date increase in loss was primarily driven by lower net gains of consolidated funds due to consolidation of a CLO in warehouse during the second and third quarters of 2017. The CLO was deconsolidated at launch in September of 2017. The year-to-date increase in loss was also driven by the \$14.3 million loss recognized on early retirement of our Senior Notes and certain CLO Investments Loans.

Income Taxes

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
	(dollars in thousands)			
Income taxes	\$(860)	\$1,942	\$(372)	\$17,242

Income tax expense for the quarter-to-date and year-to-date periods decreased by \$2.8 million and \$17.6 million, respectively. Tax expense was higher in 2017 for both the quarter-to-date and year-to-date periods primarily due to an increase in the valuation allowance in 2017, a decrease in pre-tax income in 2018 and a decrease in the U.S. statutory tax rate in 2018 to 21% from 35% as a result of the enactment of the TCJA.



## Net (Loss) Income Attributable to Noncontrolling Interests

The following table presents the components of the net (loss) income attributable to noncontrolling interests and to redeemable noncontrolling interests:

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
	(dollars in thousands)			
Group A Units	\$(21,798)	\$9,500	\$(35,343)	\$41,145
Other	658	260	1,398	535
Total	\$(21,140)	\$9,760	\$(33,945)	\$41,680
Redeemable noncontrolling interests	\$374	\$432	\$1,327	\$1,238

Net loss attributable to noncontrolling interests increased by \$30.9 million and \$75.6 million for the quarter-to-date and year-to-date periods, respectively. These increases were driven primarily by amounts attributable to the Group A Units due to lower profitability of the Oz Operating Group, primarily due to lower incentive income and management fees, and a legal provision recorded in the period. For the year-to-date period, net losses incurred on early retirement of debt in 2018, as well as higher compensation and benefits and interest expense also contributed to the lower profitability. These decreases in earnings were partially offset by higher interest income earned on investments in CLOs.

## Net (Loss) Income Attributable to Class A Shareholders

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
	(dollars in thousands)			
Net (Loss) Income Attributable to Class A Shareholders	\$(14,537)	\$5,726	\$(23,303)	\$11,660

Net (loss) income attributable to Class A Shareholders increased by \$20.3 million and \$35.0 million for the quarter-to-date and year-to-date periods, respectively.

The quarter-to-date decline was primarily due to lower incentive income and management fees, as well as a legal provision related to a shareholder class action settlement recorded during the quarter. These decreases in earnings were partially offset by lower income tax expense, higher interest income and lower interest expense.

The year-to-date decline was primarily due to lower incentive income and management fees, as well as legal provisions recorded in the period. Also contributing to the year-over-year decline were net losses incurred on early retirement of debt during the first half of 2018, as well as higher compensation and benefits and interest expense. These decreases in earnings were partially offset by lower income tax expense and higher interest income. In addition, the year-over-year decrease was partially offset by an adjustment to the redemption value of Preferred Units taken in the first nine months of 2017 in the amount \$2.9 million that reduced the net income attributable to Class A Shareholders in that period.

## Economic Income Analysis

In addition to analyzing our results on a GAAP basis, management also reviews our results on an "Economic Income" basis. Economic Income excludes the adjustments described below that are required for presentation of our results on a GAAP basis, but that management does not consider when evaluating operating performance in any given period. Management uses Economic Income as the basis on which it evaluates our financial performance and makes resource allocation and other operating decisions. Management considers it important that investors review the same operating information that it uses.



Economic Income is a measure of pre-tax operating performance that excludes the following from our results on a GAAP basis:

Income allocations to our executive managing directors on their direct interests in the Oz Operating Group.

Management reviews operating performance at the Oz Operating Group level, where substantially all of our operations are performed, prior to making any income allocations.

Equity-based compensation expenses, depreciation and amortization expenses, changes in the tax receivable agreement liability, net losses on early retirement of debt, gains and losses on fixed assets, and net gains and losses on investments in funds, as management does not consider these items to be reflective of operating performance.

However, the fair value of RSUs that are settled in cash to employees or executive managing directors is included as an expense at the time of settlement.

Amounts related to the consolidated funds, including the related eliminations of management fees and incentive income, as management reviews the total amount of management fees and incentive income earned in relation to total assets under management and fund performance.

In addition, expenses related to incentive income profit-sharing arrangements are generally recognized at the same time the related incentive income revenue is recognized, as management reviews the total compensation expense related to these arrangements in relation to any incentive income earned by the relevant fund. Further, deferred cash compensation is expensed in full in the year granted for Economic Income, rather than over the service period for GAAP.

As a result of the adjustments described above, as well as an adjustment to present management fees net of recurring placement and related service fees (rather than considering these fees an expense), management fees, incentive income, other revenues, compensation and benefits, general and administrative and other expenses, and net (loss) income allocated to noncontrolling interests as presented on an Economic Income basis are also non-GAAP measures. For reconciliations of our non-GAAP measures to the respective GAAP measures, please see “—Economic Income Reconciliations” at the end of this MD&A.

Our non-GAAP financial measures should not be considered as alternatives to our GAAP net income allocated to Class A Shareholders or cash flow from operations, or as indicative of liquidity or the cash available to fund operations. Our non-GAAP measures may not be comparable to similarly titled measures used by other companies. We currently have two operating segments: the Oz Funds segment and our real estate business. The Oz Funds segment, which provides asset management services to our multi-strategy funds, dedicated credit funds and other alternative investment vehicles, is currently our only reportable operating segment under GAAP. Our real estate business, which provides asset management services to our real estate funds, is included within Other Operations as it does not meet the threshold of a reportable operating segment under GAAP.

Three Months Ended September 30, 2018 Compared to Three Months Ended September 30, 2017  
Economic Income Revenues (Non-GAAP)

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
(dollars in thousands)						
Economic Income Basis						
Management fees	\$61,689	\$ 4,764	\$ 66,453	\$67,287	\$ 5,057	\$72,344
Incentive income	14,867	4,436	19,303	50,476	773	51,249
Other revenues	3,207	135	3,342	1,627	38	1,665
Total Economic Income Revenues	\$79,763	\$ 9,335	\$ 89,098	\$119,390	\$ 5,868	\$125,258

Economic Income revenues for the quarter-to-date period decreased by \$36.2 million, primarily due to the following:

A \$5.9 million decrease in management fees, driven primarily by an \$8.4 million decrease in management fees from multi-strategy funds due to lower assets under management, partially offset by an increase of \$3.8 million in Institutional Credit Strategies due to the launches of new CLOs and STARR 2018-01. See “Assets Under Management and Fund Performance—Weighted-Average Assets Under Management and Average Management Fee Rate” above for information regarding our average management fee rate.

▲ \$31.9 million decrease in incentive income, primarily due to the following:

- Multi-strategy funds. A \$29.7 million decrease in incentive income from our multi-strategy funds, primarily due to: (i) a \$21.9 million decrease due to crystallization of incentive related to fund investor redemptions during the quarter; (ii) a \$5.0 million decrease related to assets subject to a one-year measurement period; and (iii) a \$2.9 million decrease due to lower amounts earned from longer-term assets under management.

- Opportunistic credit funds. A \$5.4 million decrease in incentive income from our opportunistic credit funds, primarily due to (i) a \$3.3 million decrease related to longer-term assets under management; and (ii) a \$1.8 million decrease related to assets subject to a one-year measurement period.

- Real estate funds. An offsetting \$3.7 million increase in incentive income primarily due to additional realizations.

▲ \$1.8 million increase in other revenues due to higher interest income.

Nine Months Ended September 30, 2018 Compared to Nine Months Ended September 30, 2017

	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
(dollars in thousands)						
Economic Income Basis						
Management fees	\$185,731	\$ 14,547	\$200,278	\$212,420	\$ 15,600	\$228,020
Incentive income	90,027	14,766	104,793	165,719	3,271	168,990
Other revenues	11,390	322	11,712	2,860	104	2,964
Total Economic Income Revenues	\$287,148	\$ 29,635	\$316,783	\$380,999	\$ 18,975	\$399,974

Economic Income revenues for the year-to-date period decreased by \$83.2 million, primarily due to the following:

- A \$27.7 million decrease in management fees, driven primarily by a \$32.6 million decrease in management fees from our multi-strategy funds due to lower assets under management and a \$3.1 million decrease from our opportunistic



credit funds, primarily due to a contract modification that resulted in an offset to previously recognized management fees in the current period. These decreases were partially offset by an increase of \$10.4 million in Institutional Credit Strategies due to the launches of new CLOs. See “Assets Under Management and Fund Performance—Weighted-Average Assets Under Management and Average Management Fee Rate” above for information regarding our average management fee rate.

▲ \$64.2 million decrease in incentive income, primarily due to the following:

- Multi-strategy funds. A \$66.0 million decrease in incentive income from our multi-strategy funds, primarily due to: (i) a \$39.5 million decrease due to lower amounts earned from longer-term assets under management; (ii) a \$35.5 million decrease related to crystallization of incentive related to fund investor redemptions during the period; and (iii) a \$1.7 million decrease due to tax distributions taken to cover tax liabilities on incentive income that has been accrued on certain longer-term assets under management. These decreases were partially offset by a \$10.8 million increase related to assets subject to a one-year measurement period.
- Opportunistic credit funds. A \$7.3 million decrease in incentive income from our opportunistic credit funds, primarily due to: (i) a \$14.3 million decrease due to tax distributions taken to cover tax liabilities on incentive income that has been accrued on certain longer-term assets under management; (ii) a \$7.1 million decrease related to the impacts of a modification in terms requiring an offset to previously recognized incentive income in the period; and (iii) a \$1.0 million decrease related to assets subject to a one-year measurement period. These decreases were partially offset by a \$15.3 million increase in incentive from longer-term assets under management.
- Real estate funds. An \$11.6 million increase in incentive income from our real estate funds primarily due to additional realizations.

▲ \$7.7 million increase in other revenues due to higher interest income.

Economic Income Expenses (Non-GAAP)

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)					

Economic Income Basis

Compensation and benefits	\$39,171	\$ 7,348	\$ 46,519	\$38,500	\$ 5,090	\$ 43,590
Interest expense	4,820	—	4,820	5,611	—	5,611
General, administrative and other expenses	43,257	261	43,518	25,513	557	26,070
Total Economic Income Expenses	\$87,248	\$ 7,609	\$ 94,857	\$69,624	\$ 5,647	\$ 75,271

Economic Income expenses for the quarter-to-date period increased by \$19.6 million, primarily due to the following: A \$17.4 million increase in general, administrative and other expenses, which was primarily due to an \$18.8 million legal provision recorded for certain matters described in Note 16, partially offset by reductions across most other operating expense categories as a result of expense savings initiatives.

A \$2.9 million increase in compensation and benefit expenses primarily due to a \$5.1 million increase in bonus expense, primarily driven by higher minimum bonus accruals and higher real estate incentive income profit sharing expense. The increase was partially offset by a \$2.2 million decrease in salaries and benefits expense, which was driven by lower headcount.

A \$791 thousand decrease in interest expense driven primarily by a lower debt balance outstanding as a result of repayments in the second quarter of 2018. Refer to “Part I — Item 2. Management’s Discussion and Analysis—Overview” for additional details.



	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
(dollars in thousands)						
Economic Income Basis						
Compensation and benefits	\$104,859	\$22,401	\$127,260	\$118,168	\$14,887	\$133,055
Interest expense	18,923	—	18,923	17,043	—	17,043
General, administrative and other expenses	113,971	1,465	115,436	87,899	1,841	89,740
Total Economic Income Expenses	\$237,753	\$23,866	\$261,619	\$223,110	\$16,728	\$239,838

Economic Income expenses for the year-to-date period increased by \$21.8 million, primarily due to the following:

A \$25.7 million increase in general and administrative and other expenses was primarily due to (i) a \$31.8 million legal provision recorded for certain matters described in Note 16; and (ii) a \$3.1 million increase in foreign exchange loss, which was driven in part by the increase in net exposure to investments in our European CLOs. These increases were partially offset by reductions across various operating expenses as a result of expense savings initiatives.

A \$5.8 million decrease in compensation and benefit expenses primarily due to a \$5.0 million decrease in salaries and benefits expense, which was driven by lower headcount. The remainder is due to a \$792 thousand decrease in bonus expense, primarily due to deferred cash compensation forfeiture reversals of \$10.5 million in the first quarter of 2018, partially offset by an increase of \$5.6 million in real estate incentive income profit sharing expense, and an increase of \$3.8 million in minimum bonus accruals.

A \$1.9 million increase in interest expense driven primarily by higher average debt balance outstanding in the earlier part of 2018.

#### Economic Income (Non-GAAP)

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017

(dollars in thousands)

#### Economic Income:

Oz Funds segment	\$(7,483)	\$49,768	\$49,410	\$157,891
Other operations	1,726	221	5,769	2,247
Total Company	\$(5,757)	\$49,989	\$55,179	\$160,138

Economic Income was a loss of \$5.8 million for the third quarter of 2018, compared to income of \$50.0 million for the third quarter of 2017. The quarter-to-date decline was primarily due to lower incentive income and management fees, a legal provision recorded during the quarter, as well as higher compensation and benefits. These decreases in earnings were partially offset by higher interest income and lower interest expense.

Economic Income was \$55.2 million for the first nine months of 2018, compared to \$160.1 million for the first nine months of 2017. The year-to-date decline was primarily due to lower incentive income and management fees, a legal provision recorded in the period, as well as higher interest expense. These decreases were partially offset by higher interest income and lower compensation and benefits expenses.

### Liquidity and Capital Resources

The working capital needs of our business have historically been met, and we anticipate will continue to be met, through cash generated from management fees and incentive income earned by the Oz Operating Group from our funds, as well as other sources of liquidity noted above and below.

Over the next 12 months, we expect that our primary liquidity needs will be to:

• Pay our operating expenses.

• Pay interest and principal on our debt obligations and repurchase agreements.

• Provide capital to facilitate the growth of our business, including making risk retention investments in CLOs managed by us that are subject to EU risk retention rules.

• Pay income taxes as well as compensation-related tax withholding obligations.

• Make cash distributions in accordance with our distribution policy as discussed below under “—Dividends and Distributions.”

Historically, management fees have been sufficient to cover all of our “fixed” operating expenses, which we define as salaries, benefits, a minimum discretionary bonus and our general, administrative and other expenses incurred in the ordinary course of business. Rate reductions in our multi-strategy funds combined with year-over-year net capital outflows have resulted in lower management fees, and while we are making every effort to scale our operations so that management fees are sufficient to cover our fixed operating expenses, our current management fees do not cover our current fixed operating expenses. No assurances can be given that our management fees ultimately will be sufficient for these purposes in future periods.

In the event that management fees do not cover fixed operating expenses, we would rely on cash on hand and incentive income to cover any shortfall, as well as to fund any other liabilities. We cannot predict the amount of incentive income, if any, that we may earn in any given year. Total annual revenues, which are heavily influenced by the amount of incentive income we earn, historically have been sufficient to fund both our fixed operating expenses and all of our other working capital needs, including annual discretionary cash bonuses. These cash bonuses, which historically have comprised our largest cash operating expense, are variable such that in any year where total annual revenues are greater or less than the prior year, cash bonuses may be adjusted accordingly. Our ability to scale our largest cash operating expense to our total annual revenues helps us manage our cash flow and liquidity position from year to year.

Based on our past results, management’s experience and our current level of assets under management, we believe that our existing cash resources, together with the cash generated from management fees will be sufficient to meet our anticipated fixed operating expenses and other working capital needs for at least the next 12 months.

Historically, we have determined the amount of discretionary cash bonuses during the fourth quarter of each year, based on our total annual revenues. We have historically funded these amounts through fourth quarter management fees and incentive income crystallized on December 31, which represents the majority of the incentive income we typically earn each year. To the extent our funds generate incentive income in the fourth quarter, we may elect to increase the amount of cash bonuses paid to employees over the amount already accrued throughout the year, with any incremental amounts recognized as expense in the fourth quarter. Although we cannot predict the amount, if any, of incentive income we may earn, we are able to regularly monitor expected management fees and we believe that we will be able to adjust our expense infrastructure, including discretionary cash bonuses, as needed to meet the requirements of our business and in order to maintain positive operating cash flows. Nevertheless, if we generate insufficient cash flows from operations to meet our short-term liquidity needs, we may have to borrow funds or sell assets, subject to existing contractual arrangements.

We may use cash on hand to repay all or a portion of our indebtedness outstanding or any other liabilities prior to their respective maturity or due dates, which would reduce amounts available to distribute to our Class A Shareholders. For any amounts unpaid as of a maturity or due date, we will be required to repay the remaining balance by using cash on hand, refinancing the remaining balance by issuing new notes or entering into new credit facilities, which could result in higher borrowing costs, or by issuing equity or other securities, which would dilute existing shareholders. No

assurance can be given that we will be able to issue new notes, enter into new credit facilities or issue equity or other securities in the future on attractive

terms or at all. Any new notes or new credit facilities that we may be able to issue or enter into may have covenants that impose additional limitations on us, including with respect to making distributions, entering into business transactions or other matters, and may result in increased interest expense. If we are unable to meet our debt obligations on terms that are favorable to us, our business may be adversely impacted. See “—Debt Obligations” for more information.

Since the CLO risk retention requirements went into effect, we have used a combination of cash on hand and CLO Investments Loans to fund our 5% risk retention investments in newly launched and recently refinanced CLOs. Currently, we expect to continue relying on a combination of cash on hand and borrowings to fund future CLO risk retention investments. As a result of a recent court decision that vacates application of U.S. risk retention rules in certain CLO transactions, in the second quarter of 2018, we sold our investments in certain U.S. CLOs and paid off any related CLO Investments Loans. We are still subject to the EU risk retention rules.

For our other longer-term liquidity requirements, we expect to continue to fund our fixed operating expenses through management fees and to fund discretionary cash bonuses and the repayment of our debt obligations through a combination of management fees and incentive income. We may also decide to meet these requirements by borrowing funds under our Revolving Facility or by issuing additional debt, equity or other securities.

Over the long term, we believe we will be able to grow our assets under management and generate positive investment performance in our funds, which we expect will allow us to grow our management fees and incentive income in amounts sufficient to cover our long-term liquidity requirements.

To maintain maximum flexibility to meet demands and opportunities both in the short and long term, and subject to existing contractual arrangements, we may want to retain cash, issue additional equity or borrow additional funds to:

- Support the future growth in our business.
- Create new or enhance existing products and investment platforms.
- Repay borrowings.
- Pursue new investment opportunities.
- Develop new distribution channels.

• Cover potential costs incurred in connection with the legal and regulatory matters described in the notes to our consolidated financial statements included in this report.

Market conditions and other factors may make it more difficult or costly to raise or borrow additional funds.

Excessive costs or other significant market barriers may limit or prevent us from maximizing our growth potential and flexibility.

#### Debt Obligations

See Note 8 to our consolidated financial statements included in this report for a description of the changes in our debt obligations from what was reported in our Annual Report.

#### Securities Sold Under Agreements to Repurchase

See Note 9 to our consolidated financial statements included in this report for a description of securities sold under agreements to repurchase, which we use to finance risk retention investments in certain of our European CLOs.

#### Tax Receivable Agreement

We have made, and may in the future be required to make, payments under the tax receivable agreement that we entered into with our executive managing directors and the Ziffs. The purchase by the Oz Operating Partnerships of Group A Units from our executive managing directors and the Ziffs with proceeds from the IPO and concurrent private Class A Share offering in 2007 (collectively, the “2007 Offerings”), and subsequent taxable exchanges by them of Group A Units for our Class A Shares on a one-for-one basis (or, at our option, a cash equivalent), resulted, and, in the case of future exchanges, are anticipated to result, in

an increase in the tax basis of the assets of the Oz Operating Partnerships that would not otherwise have been available. We anticipate that any such tax basis adjustment resulting from an exchange will be allocated principally to certain intangible assets of the Oz Operating Partnerships, and we will derive our tax benefits principally through amortization of these intangibles over a 15-year period from the date of the 2007 Offerings or the date of any subsequent exchange. Consequently, these tax basis adjustments will increase, for tax purposes, our depreciation and amortization expenses and will therefore reduce the amount of tax that Oz Corp and any other corporate taxpaying entities that hold Group B Units in connection with an exchange, if any, would otherwise be required to pay in the future. Accordingly, pursuant to the tax receivable agreement, such corporate taxpaying entities (including Och-Ziff Capital Management Group LLC if it is treated as a corporate taxpayer) have agreed to pay our executive managing directors and the Ziffs 85% of the amount of cash savings, if any, in federal, state and local income taxes in the United States that these entities actually realize related to their units as a result of such increases in tax basis.

In connection with the departure of certain former executive managing directors since the IPO, the right to receive payments under the tax receivable agreement by those former executive managing directors was contributed to the Oz Operating Partnerships. As a result, we expect to pay to the other executive managing directors and the Ziffs approximately 78% (from 85% at the time of the IPO) of the amount of cash savings, if any, in federal, state and local income taxes in the United States that we actually realize as a result of such increases in tax basis. To the extent that we do not realize any cash savings, we would not be required to make corresponding payments under the tax receivable agreement.

Payments under the tax receivable agreement are anticipated to increase the tax basis adjustment of intangible assets resulting from a prior exchange, with such increase being amortized over the remainder of the amortization period applicable to the original basis adjustment of such intangible assets resulting from such prior exchange. It is anticipated that this will result in increasing annual amortization deductions in the taxable years of and after such increases to the original basis adjustments, and potentially will give rise to increasing tax savings with respect to such years and correspondingly increasing payments under the tax receivable agreement.

As of September 30, 2018, assuming no material changes in the relevant tax law and that we generate sufficient taxable income to realize the full tax benefit of the increased amortization resulting from the increase in tax basis of our assets, we expect to pay our executive managing directors and the Ziffs approximately \$280.0 million as a result of the cash savings to our intermediate holding companies from the purchase of Group A Units from our executive managing directors and the Ziffs with proceeds from the 2007 Offerings and the exchange of Group A Units for Class A Shares. Future cash savings and related payments to our executive managing directors under the tax receivable agreement in respect of subsequent exchanges would be in addition to these amounts. The obligation to make payments under the tax receivable agreement is an obligation of Oz Corp, and any other corporate taxpaying entities that hold Group B Units, and not of the Oz Operating Group. We may need to incur debt to finance payments under the tax receivable agreement to the extent the Oz Operating Partnerships do not distribute cash to our intermediate corporate tax paying entities in an amount sufficient to meet our obligations under the tax receivable agreement.

The actual increase in tax basis of the Oz Operating Partnerships assets resulting from an exchange or from payments under the tax receivable agreement, as well as the amortization thereof and the timing and amount of payments under the tax receivable agreement, will vary based upon a number of factors, including the following:

The amount and timing of the income of Oz Corp will impact the payments to be made under the tax receivable agreement. To the extent that Oz Corp does not have sufficient taxable income to utilize the amortization deductions available as a result of the increased tax basis in the Oz Operating Partnerships' assets, payments required under the tax receivable agreement would be reduced.

The price of our Class A Shares at the time of any exchange will determine the actual increase in tax basis of the Oz Operating Partnerships' assets resulting from such exchange; payments under the tax receivable agreement resulting from future exchanges, if any, will be dependent in part upon such actual increase in tax basis.

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The composition of the Oz Operating Partnerships' assets at the time of any exchange will determine the extent to which Oz Corp may benefit from amortizing its increased tax basis in such assets and thus will impact the amount of future payments under the tax receivable agreement resulting from any future exchanges.

The extent to which future exchanges are taxable will impact the extent to which Oz Corp will receive an increase in tax basis of the Oz Operating Partnerships' assets as a result of such exchanges, and thus will impact the benefit derived by Oz Corp and the resulting payments, if any, to be made under the tax receivable agreement.



- The tax rates in effect at the time any potential tax savings are realized, which would affect the amount of any future payments under the tax receivable agreement.

Depending upon the outcome of these factors, payments that we may be obligated to make to our executive managing directors and the Ziffs under the tax receivable agreement in respect of exchanges could be substantial. In light of the numerous factors affecting our obligation to make payments under the tax receivable agreement, the timing and amounts of any such actual payments are not reasonably ascertainable.

#### Dividends and Distributions

The table below presents the cash dividends paid on our Class A Shares in 2018, and the related cash distributions to our executive managing directors on their Group A Units and Group D Units.

Class A Shares		Related Distributions to Executive Managing Directors (dollars in thousands)	
Payment Date	Record Date	Dividend per Share	
August 20, 2018	August 13, 2018	\$ 0.02	\$ 5,943
May 21, 2018	May 14, 2018	\$ 0.02	\$ 6,016
March 5, 2018	February 26, 2018	\$ 0.07	\$ 20,771

We intend to distribute to our Class A Shareholders substantially all of their pro rata share of our annual Economic Income (as described above under “—Economic Income Analysis”) in excess of amounts determined by us to be necessary or appropriate to provide for the conduct of our business, to pay income taxes, to pay any amounts owed under the tax receivable agreement, to make appropriate investments in our business and our funds, to make payments on any of our other obligations, to fund the repurchase of Class A Shares or interests in the Oz Operating Group, as well as to fund distributions on the Preferred Units starting in 2020. Subject to certain exceptions, unless distributions on the Preferred Units are declared and paid in cash for the then current distribution period and all preceding periods after the initial closing of the Preferred Units, the Oz Operating Partnerships may not declare or pay distributions on or repurchase any of their equity securities that rank equal with or junior to the Preferred Units. See Note 10 to our consolidated financial statements included in the Company’s annual report on Form 10-K for the year ended December 31, 2017 for additional information regarding the terms of the Preferred Units.

When we pay dividends on our Class A Shares, we also intend to make distributions to our executive managing directors on their interests in the Oz Operating Group, subject to the terms of the limited partnership agreements of the Oz Operating Partnerships.

The declaration and payment of future distributions will be at the sole discretion of our Board of Directors, which may change our distribution policy or reduce or eliminate our distributions at any time in its discretion. Our Board of Directors will take into account such factors as it may deem relevant, including general economic and business conditions; our strategic plans and prospects; our business and investment opportunities; our financial condition and operating results; working capital requirements and anticipated cash needs; contractual restrictions and obligations, including payment obligations pursuant to the tax receivable agreement and restrictions pursuant to our term loan; legal, tax and regulatory restrictions; other restrictions and limitations on the payment of distributions by us to our Class A Shareholders or by our subsidiaries to us; and such other factors as our Board of Directors may deem relevant. The declaration and payment of any distribution may be subject to legal, contractual or other restrictions. For example, as a Delaware limited liability company, Och-Ziff Capital Management Group LLC is not permitted to make distributions if and to the extent that after giving effect to such distributions, its liabilities would exceed the fair value of its assets. Our cash needs and payment obligations may fluctuate significantly from quarter to quarter, and we may have material unexpected expenses in any period. This may cause amounts available for distribution to significantly

fluctuate from quarter to quarter or may reduce or eliminate such amounts.

Additionally, RSUs outstanding accrue dividend equivalents equal to the dividend amounts paid on our Class A Shares. To date, these dividend equivalents have been awarded in the form of additional RSUs, which accrue additional dividend equivalents. The dividend equivalents will only be paid if the related RSUs vest and will be settled at the same time as the underlying RSUs. Our Board of Directors has the right to determine whether the RSUs and any related dividend equivalents will be settled in Class A Shares or in cash. We currently withhold shares to satisfy the tax withholding obligations related to vested RSUs and dividend equivalents held by our employees, which results in the use of cash from operations or borrowings to satisfy these tax-withholding payments.

In accordance with the Oz Operating Partnerships' limited partnership agreements, we may cause the applicable Oz Operating Partnerships to distribute cash to the intermediate holding companies and our executive managing directors in an amount at least equal to the presumed maximum tax liabilities arising from their direct ownership in these entities. The presumed maximum tax liabilities are based upon the presumed maximum income allocable to any such unit holder at the maximum combined U.S. federal, New York State and New York City tax rates. Holders of our Class A Shares may not always receive distributions at a time when our intermediate holding companies and our executive managing directors are receiving distributions on their interests, as distributions to our intermediate holding companies may be used to settle tax liabilities, if any, or other obligations. Such tax distributions will take into account the disproportionate income allocation (but not a disproportionate cash allocation) to the unit holders with respect to "built-in gain assets," if any, at the time of the IPO. Consequently, Oz Operating Partnership tax distributions may be greater than if such assets had a tax basis equal to their value at the time of the IPO.

Our cash distribution policy has certain risks and limitations, particularly with respect to our liquidity. Although we expect to pay distributions according to our policy, we may not make distributions according to our policy, or at all, if, among other things, we do not have the cash necessary to pay the distribution. Moreover, if the Oz Operating Group's cash flows from operations are insufficient to enable it to make required minimum tax distributions discussed above, the Oz Operating Group may have to borrow funds or sell assets, and thus our liquidity and financial condition could be materially adversely affected. Furthermore, by paying cash distributions rather than investing that cash in our businesses, we might risk slowing the pace of our growth, or not having a sufficient amount of cash to fund our obligations, operations, new investments or unanticipated capital expenditures, should the need arise. In such event, we may not be able to execute our business and growth strategy to the extent intended.

#### Our Funds' Liquidity and Capital Resources

Our funds have access to liquidity from our prime brokers and other counterparties. Additionally, our funds may have committed facilities in addition to regular financing from our counterparties. These sources of liquidity provide our funds with additional financing resources, allowing them to take advantage of opportunities in the global marketplace. Our funds' current liquidity position could be adversely impacted by any substantial, unanticipated investor redemptions from our funds that are made within a short time period. As discussed above in "—Assets Under Management and Fund Performance," capital contributions from investors in our multi-strategy and open-end opportunistic credit funds generally are subject to initial lock-up periods of one to three years. Following the expiration of these lock-up periods, subject to certain limitations, investors may redeem capital generally on a quarterly or annual basis upon giving 30 to 90 days' prior written notice. These lock-ups and redemption notice periods help us to manage our liquidity position. However, upon the payment of a redemption fee to the applicable fund and upon giving 30 days' prior written notice, certain investors may redeem capital during the lock-up period. Investors in our other funds are generally not allowed to redeem until the end of the life of the fund.

We also follow a rigorous risk management process and regularly monitor the liquidity of our funds' portfolios in relation to economic and market factors and the timing of potential investor redemptions. As a result of this process, we may determine to reduce exposure or increase the liquidity of our funds' portfolios at any time, whether in response to global economic and market conditions, redemption requests or otherwise. For these reasons, we believe we will be well prepared to address market conditions and redemption requests, as well as any other events, with limited impact on our funds' liquidity position. Nevertheless, significant redemptions made during a single quarter could adversely affect our funds' liquidity position, as we may meet redemptions by using our funds' available cash or selling assets

(possibly at a loss). Such actions would result in lower assets under management, which would reduce the amount of management fees and incentive income we may earn. Our funds could also meet redemption requests by increasing leverage, provided we are able to obtain financing on reasonable terms, if at all. We believe our funds have sufficient liquidity to meet any anticipated redemptions for the foreseeable future.

### Cash Flows Analysis

**Operating Activities.** Net cash from operating activities for the nine months ended September 30, 2018 and 2017 was \$147.8 million and \$(356.8) million, respectively. Our net cash flows from operating activities are generally comprised of current-year management fees, the collection of incentive income earned during the fourth quarter of the previous year, interest income collected on our investments in CLO's, less cash used for operating expenses, including interest paid on our debt obligations. Additionally, net cash from operating activities also includes the investment activities of the funds we consolidate.

Net cash flows from operating activities for the nine months ended September 30, 2018 increased from the prior year period due to higher incentive income earned in 2017, a large portion of which was collected in the beginning of 2018, as compared to incentive earned in 2016, a large portion of which was collected in the beginning of 2017. The increase in operating cash flow was partially offset by higher discretionary bonuses paid in 2018 as compared to 2017. The majority of our cash bonus expenses are paid out during the first quarter of the following year. Also contributing to higher cash inflows in 2018 were the investment activities of the funds we consolidate. These investment-related cash flows are of the consolidated funds and do not directly impact the cash flows related to our Class A Shareholders.

**Investing Activities.** Net cash from investing activities for the nine months ended September 30, 2018 and 2017 was \$(255.6) million and \$(186.5) million, respectively. Investing cash outflows in the first nine months of 2018 primarily related to purchases of U.S. government obligations used to manage excess liquidity and risk retention investments in our CLOs, partially offset by maturities of U.S. government obligations and proceeds from sales of certain risk retention investments in our CLOs as previously discussed. Investing cash outflows in the first nine months of 2017 primarily related to risk retention investments in our CLOs and investments in U.S. government obligations, partially offset by the proceeds from the sale of our corporate aircraft.

**Financing Activities.** Net cash from financing activities for the nine months ended September 30, 2018 and 2017 was \$(166.7) million and \$531.4 million, respectively. Net cash from financing activities is generally comprised of dividends paid to our Class A Shareholders, borrowings and repayments related to our debt obligations, and proceeds from repurchase agreements used to finance risk retention investments in our European CLOs. Proceeds from the Preferred Units offerings were also included in net cash from financing activities. Contributions from noncontrolling interests, which primarily relate to fund investor contributions into the consolidated funds, and distributions to noncontrolling interests, which primarily relate to fund investor redemptions from the consolidated funds and distributions to our executive managing directors on their Group A Units, are also included in net cash from financing activities.

In the second quarter of 2018, we repaid our \$400.0 million Senior Notes and entered into the 2018 Term Loan, borrowing \$250 million and repaying \$50 million of the balance during the period. We also entered into the 2018 Revolving Credit Facility which remains undrawn, with a borrowing capacity of \$100.0 million. In addition, we made borrowings under our CLO Investments Loans in the first nine months of 2018, as well as repaid borrowings made in connection with the sale of certain CLO risk retention investments in the second quarter of 2018. In the third quarter of 2018, we also entered into repurchase agreements to finance risk retention investments in our European CLOs. We paid dividends of \$21.0 million to our Class A Shareholders and distribution of \$28.7 million to our executive managing directors on their Group A Units in the first nine months ended September 30, 2018, compared to dividends of \$9.3 million to our Class A Shareholders and distributions of \$13.7 million to our executive managing directors on their Group A Units in the first nine months ended September 30, 2017. Additionally, in March 2017, we repaid \$120.0 million outstanding under our 2014 Revolving Credit Facility using proceeds from the second offering of Preferred Units. We also repaid \$46.4 million outstanding on our Aircraft Loan using proceeds from the sale of one of our corporate aircraft.

### Contractual Obligations

See Note 8 to our consolidated financial statements included in this report for a description of the changes in our debt obligations from what was reported in our Annual Report. There were no other significant changes in contractual obligations from what was reported in our Annual Report.



#### Off-Balance Sheet Arrangements

In the normal course of business, we enter into various off-balance sheet arrangements including sponsoring and owning general partner interests in our funds and retained interests in a CLO we manage. We also have ongoing capital commitment arrangements with certain of our funds. None of our off-balance sheet arrangements require us to fund losses or guarantee target returns to investors in any of our other investment funds. See Notes 4 and 5 of our consolidated financial statements included in this report for information on our retained and variable interests in our funds and CLOs.

#### Critical Accounting Policies and Estimates

Critical accounting policies are those that require us to make significant judgments, estimates or assumptions that affect amounts reported in our financial statements or the notes thereto. We base our judgments, estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable and prudent. Actual results may differ materially from these estimates. See Note 2 to our consolidated financial statements included in this report for a description of our accounting policies. Set forth below is a summary of what we believe to be our most critical accounting policies and estimates.

#### Fair Value of Investments

The valuation of investments held by our funds is the most critical estimate made by management impacting our results. Pursuant to specialized accounting for investment companies under GAAP, investments held by the funds are carried at their estimated fair values. The valuation of investments held by our funds has a significant impact on our results, as our management fees and incentive income are generally determined based on the fair value of these investments.

GAAP prioritizes the level of market price observability used in measuring assets and liabilities at fair value. Market price observability is impacted by a number of factors, including the type of assets and liabilities and the specific characteristics of the assets and liabilities. Assets and liabilities with readily available, actively quoted prices (Level I) or for which fair value can be measured from actively quoted prices (Level II) generally will have a higher degree of market price observability and lesser degree of judgment used in measuring fair value than those measured using pricing inputs that are unobservable in the market (Level III). See Note 4 to our consolidated financial statements included in this report for additional information regarding fair value measurements.

As of September 30, 2018, the absolute values of our funds' invested assets and liabilities (excluding the notes and loans payable of our CLOs) were classified within the fair value hierarchy as follows: approximately 36% within Level I; approximately 40% within Level II; and approximately 24% within Level III. As of December 31, 2017, the absolute values of our funds' invested assets and liabilities (excluding the notes and loans payable of our CLOs) were classified within the fair value hierarchy as follows: approximately 43% within Level I; approximately 35% within Level II; and approximately 22% within Level III. The percentage of our funds' assets and liabilities within the fair value hierarchy will fluctuate based on the investments made at any given time and such fluctuations could be significant. A portion of our funds' Level III assets relate to Special Investments or other investments on which we do not earn any incentive income until such investments are sold or otherwise realized. Upon the sale or realization event of these assets, any realized profits are included in the calculation of incentive income for such year. Accordingly, the estimated fair value of our funds' Level III assets may not have any relation to the amount of incentive income actually earned with respect to such assets.

Valuation of Investments. Fair value represents the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants as of the measurement date. The fair value of our funds' investments is based on observable market prices when available. We, as the investment manager of our funds, determine the fair value of investments that are not actively traded on a recognized securities exchange or otherwise lack a readily ascertainable market value. The methods and procedures to value these investments may include the following: performing comparisons with prices of comparable or similar securities; obtaining valuation-related information from the issuers; calculating the present value of future cash flows; assessing other analytical data and information relating to the investment that is an indication of value; obtaining information

provided by third parties; and evaluating financial information provided by the management of these investments.



Significant judgment and estimation goes into the assumptions that drive our valuation methodologies and procedures for assets that are not actively traded on a recognized securities exchange or otherwise lack a readily ascertainable market value. The actual amounts ultimately realized could differ materially from the values estimated based on the use of these methodologies. Realizations at values significantly lower than the values at which investments have been reflected could result in losses at the fund level and a decline in future management fees and incentive income. Such situations may also negatively impact fund investor perception of our valuation policies and procedures, which could result in redemptions and difficulties in raising additional capital.

We have established an internal control infrastructure over the valuation of financial instruments that includes ongoing oversight by our Valuations Controls Group and Valuation Committee, as well as periodic audits by our Internal Audit Group. These management control functions are segregated from the trading and investing functions.

The Valuation Committee is responsible for establishing the valuation policy and monitors compliance with the policy, ensuring that all of the funds' investments reflect fair value, as well as providing oversight of the valuation process. The valuation policy includes, but is not limited to the following: determining the pricing sources used to value specific investment classes; the selection of independent pricing services; performing due diligence of independent pricing services; and the classification of investments within the fair value hierarchy. The Valuation Committee reviews a variety of reports on a monthly basis, which include the following: summaries of the sources used to determine the value of the funds' investments; summaries of the fair value hierarchy of the funds' investments; methodology changes and variance reports that compare the values of investments to independent pricing services. The Valuation Committee is independent from the investment professionals and may obtain input from investment professionals for consideration in carrying out its responsibilities.

The Valuation Committee has assigned the responsibility of performing price verification and related quality controls in accordance with the valuation policy to the Valuation Controls Group. The Valuation Controls Group's other responsibilities include the following: overseeing the collection and evaluation of counterparty prices, broker-dealer quotations, exchange prices and pricing information provided by independent pricing services. Additionally, the Valuation Control Group is responsible for performing back testing by comparing prices observed in executed transactions to valuations and valuations provided by independent pricing service providers on a bi-weekly and monthly basis; performing stale pricing analysis on a monthly basis; performing due diligence reviews on independent pricing services on an annual basis; and recommending changes in valuation policies to the Valuation Committee. The Valuation Controls Group also verifies that indicative broker quotations used to value certain investments are representative of fair value through procedures such as comparison to independent pricing services, back testing procedures, review of stale pricing reports and performance of other due diligence procedures as may be deemed necessary.

Investment professionals and members of the Valuation Controls Group review a daily profit and loss report, as well as other periodic reports that analyze the profit and loss and related asset class exposure of the funds' investments.

The Internal Audit Group employs a risk-based program of audit coverage that is designed to provide an assessment of the design and effectiveness of controls over the Company's operations, regulatory compliance, valuation of financial instruments and reporting. Additionally, the Internal Audit Group meets periodically with management and the Audit Committee of the Company's Board of Directors to evaluate and provide guidance on the existing risk framework and control environment assessments.

For information regarding the impact that the fair value measurement of assets under management has on our results, please see "Part I—Item 3. Quantitative and Qualitative Disclosures about Market Risk."

#### Recognition of Incentive Income

The determination of whether to recognize incentive income under GAAP requires a significant amount judgment regarding whether it is probable that a significant revenue reversal of incentive income that we are potentially entitled to as of a point in time will not occur in future periods, which would preclude the recognition of such amounts as incentive income. Management considers a variety of factors when evaluating whether the recognition of incentive income is appropriate, including: the performance of the fund, whether the we have received or are entitled to receive

incentive income distributions and whether such amounts are restricted, the investment period and expected term of the fund, where the fund is in its life-cycle, the volatility

and liquidity of investments held by the fund, our team's experience with similar investments and potential sales of investments within the fund. Management continuously evaluates whether there are additional considerations that could potentially impact the recognition of incentive income and notes that the recognition, and potential reversal, of incentive income is subject to potentially significant variability due to changes to the aforementioned considerations.

#### Variable Interest Entities

The determination of whether or not to consolidate a variable interest entity under GAAP requires a significant amount of judgment concerning the degree of control over an entity by its holders of variable interests. To make these judgments, management has conducted an analysis, on a case-by-case basis, of whether we are the primary beneficiary and are therefore required to consolidate the entity. Management continually reconsiders whether we should consolidate a variable interest entity. Upon the occurrence of certain events, such as investor redemptions or modifications to fund organizational documents and investment management agreements, management will reconsider its conclusion regarding the status of an entity as a variable interest entity.

#### Income Taxes

We use the asset and liability method of accounting for deferred income taxes. Under this method, deferred income tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is established when management believes it is more likely than not that a deferred income tax asset will not be realized. Substantially all of our deferred income tax assets relate to the goodwill and other intangible assets deductible for tax purposes by Oz Corp that arose in connection with the purchase of Group A Units from our executive managing directors and the Ziffs with proceeds from the 2007 Offerings, subsequent exchanges of Group A Units for Class A Shares and subsequent payments to our executive managing directors and the Ziffs made under the tax receivable agreement, in addition to any related net operating loss carryforward. In accordance with relevant provisions of the Internal Revenue Code, we expect to take these goodwill and other intangible deductions over the 15-year period following the 2007 Offerings and subsequent exchanges, as well as an additional 20-year loss carryforward period available to us for net operating losses generated prior to 2018 and indefinite carryforward period for net operating losses generated beginning 2018, in order to fully realize the deferred income tax assets. Our analysis of whether we expect to have sufficient future taxable income to realize these deductions is based solely on estimates over this period.

Oz Corp generated taxable income of \$6.9 million for the nine months ended September 30, 2018, before taking into account deductions related to the amortization of the goodwill and other intangible assets. We determined that we would need to generate taxable income of at least \$1.3 billion over the remaining five-year weighted-average amortization period, as well as an additional 20-year loss carryforward period available, in order to fully realize the deferred income tax assets. Using the estimates and assumptions discussed below, we expect to generate sufficient taxable income over the remaining amortization and loss carryforward periods available to us in order to fully realize these deferred income tax assets.

To generate \$1.3 billion in taxable income over the remaining amortization and loss carryforward periods available to us, we estimated that, based on estimated assets under management of \$32.8 billion as of October 1, 2018, we would need to generate a minimum compound annual growth rate in assets under management of approximately 2% over the period for which the taxable income estimate relates to fully realize the deferred income tax assets, assuming no performance-related growth, and therefore no incentive income. The assumed nature and amount of this estimated growth rate are not based on historical results or current expectations of future growth; however, the other assumptions underlying the taxable income estimate, such as general maintenance of current expense ratios and cost allocation percentages among the Oz Operating Partnerships, which impact the amount of taxable income flowing through our legal structure, are based on our near-term operating budget. If our actual growth rate in assets under management falls below this minimum threshold for any extended time during the period for which these estimates relate and we do not otherwise experience offsetting growth rates in other periods, we may not generate taxable income sufficient to realize the deferred income tax assets and may need to record a valuation allowance.

Management regularly reviews the model used to generate the estimates, including the underlying assumptions. If it determines that a valuation allowance is required for any reason, the amount would be determined based on the relevant

circumstances at that time. To the extent we record a valuation allowance against our deferred income tax assets related to the goodwill and other intangible assets, we would record a corresponding decrease in the liability to our executive managing directors and the Ziffs under the tax receivable agreement equal to approximately 78% of such amount; therefore, our net income (loss) allocated to Class A Shareholders would only be impacted by 22% of any valuation allowance recorded against the deferred income tax assets.

Actual taxable income may differ from the estimate described above, which was prepared solely for determining whether we currently expect to have sufficient future taxable income to realize the deferred income tax assets. Furthermore, actual or estimated future taxable income may be materially impacted by significant changes in assets under management, whether as a result of fund investment performance or fund investor contributions or redemptions, significant changes to the assumptions underlying our estimates, future changes in income tax law, state income tax apportionment or other factors.

As of September 30, 2018, we had \$367.8 million of net operating losses available to offset future taxable income for federal income tax purposes that will expire between 2030 and 2038, and \$174.7 million of net operating losses available to offset future taxable income for state income tax purposes and \$173.3 million for local income tax purposes that will expire between 2035 and 2038. Based on the analysis set forth above, as of September 30, 2018, we have determined that it is not necessary to record a valuation allowance with respect to our deferred income tax assets related to the goodwill and other intangible assets deductible for tax purposes, and any related net operating loss carryforward. However, we have determined that we may not realize certain foreign income tax credits and accordingly, a valuation allowance of \$12.0 million has been established for these items.

#### Impact of Recently Adopted Accounting Pronouncements on Recent and Future Trends

The Financial Accounting Standards Board (the “FASB”) has issued various Accounting Standards Updates (“ASUs”) that could impact our future trends. For additional details regarding these ASUs, including methods of adoption, see Note 2 to our consolidated financial statements included in this report for additional information.

ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 supersedes the revenue recognition requirements in ASC 605—Revenue Recognition and most industry-specific revenue recognition guidance throughout the ASC. We adopted ASU 2014-09 using a modified retrospective application approach in the first quarter of 2018. We generally expect to recognize incentive income from certain funds in periods earlier than under the revenue recognition guidance in effect prior to the adoption of ASU 2014-09. See Note 2 to our consolidated financial statements included in this report for additional information on the adoption.

None of the other changes to GAAP that went into effect during the nine months ended September 30, 2018 are expected to impact our future trends.

#### Expected Impact of Future Adoption of New Accounting Pronouncements on Future Trends

Listed below are ASUs that have been issued but that we have not yet adopted that may impact our future trends. For additional details regarding these ASUs, including methods of adoption, see Note 2 to our consolidated financial statements included in this report.

ASU 2016-02, Leases. ASU 2016-02 significantly changes accounting for lease arrangements, in particular from the perspective of the lessee. Upon adoption of the ASU, where we are the lessee, we will likely be required to recognize certain lease arrangements on our balance sheet for the first time, but will continue to recognize associated expenses on our statement of comprehensive income in a manner similar to existing accounting principles. The requirements of ASU 2016-02 are effective for us beginning in the first quarter of 2019. We have determined that most of our operating leases will be reported on our consolidated balance sheet at their present values. We do not expect the adoption of ASU 2016-02 to have a material effect on our future expense trends. See Note 16 to our consolidated financial statements included in this report for details related to our existing operating lease obligations as of September 30, 2018.

None of the other changes to GAAP that have been issued but that we have not yet adopted are expected to impact our future trends.



Economic Income Reconciliations

The tables below present the reconciliations of Economic Income and its components to the respective GAAP measures for the periods presented in this MD&A.

Economic Income

	Three Months Ended September 30, 2018		
	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)		
Net Loss Attributable to Class A Shareholders—GAAP	\$(11,337)	\$(3,200 )	\$(14,537)
Change in redemption value of Preferred Units	—	—	—
Net Loss Allocated to Och-Ziff Capital Management Group LLC—GAAP	(11,337 )	(3,200 )	(14,537 )
Net loss allocated to Group A Units	(21,798 )	—	(21,798 )
Equity-based compensation, net of RSUs settled in cash	21,648	663	22,311
Adjustment to recognize deferred cash compensation in the period of grant	791	—	791
Income taxes	(889 )	29	(860 )
Allocations to Group D Units	758	25	783
Adjustment for expenses related to compensation and profit-sharing arrangements based on fund investment performance	5	4,224	4,229
Depreciation, amortization and net gains and losses on fixed assets	2,543	—	2,543
Other adjustments	796	(15 )	781
Economic Income—Non-GAAP	\$(7,483 )	\$1,726	\$(5,757 )
	Three Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)		
Net Income (Loss) Attributable to Class A Shareholders—GAAP	\$13,530	\$(7,804 )	\$5,726
Change in redemption value of Preferred Units	—	—	—
Net Income (Loss) Allocated to Och-Ziff Capital Management Group LLC—GAAP	13,530	(7,804 )	5,726
Net income allocated to Group A Units	9,500	—	9,500
Equity-based compensation, net of RSUs settled in cash	21,448	680	22,128
Adjustment to recognize deferred cash compensation in the period of grant	(254 )	—	(254 )
Income taxes	1,766	176	1,942
Allocations to Group D Units	1,529	25	1,554
Adjustment for expenses related to compensation and profit-sharing arrangements based on fund investment performance	310	7,160	7,470
Depreciation, amortization and net gains and losses on fixed assets	2,237	—	2,237
Other adjustments	(298 )	(16 )	(314 )
Economic Income—Non-GAAP	\$49,768	\$221	\$49,989

	Nine Months Ended September 30, 2018		
	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)		
Net Loss Attributable to Class A Shareholders—GAAP	\$(22,535)	\$ (768 )	\$(23,303)
Change in redemption value of Preferred Units	—	—	—
Net Loss Allocated to Och-Ziff Capital Management Group LLC—GAAP	(22,535 )	(768 )	(23,303 )
Net loss allocated to Group A Units	(35,343 )	—	(35,343 )
Equity-based compensation, net of RSUs settled in cash	65,607	1,965	67,572
Adjustment to recognize deferred cash compensation in the period of grant	15,548	—	15,548
Income taxes	(353 )	(19 )	(372 )
Net losses on early retirement of debt	14,303	—	14,303
Allocations to Group D Units	2,960	100	3,060
Adjustment for expenses related to compensation and profit-sharing arrangements based on fund investment performance	(150 )	4,772	4,622
Depreciation, amortization and net gains and losses on fixed assets	7,709	—	7,709
Other adjustments	1,664	(281 )	1,383
Economic Income—Non-GAAP	\$49,410	\$ 5,769	\$55,179
	Nine Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)		
Net Income (Loss) Attributable to Class A Shareholders—GAAP	\$24,504	\$(12,844 )	\$11,660
Change in redemption value of Preferred Units	2,853	—	2,853
Net Income (Loss) Allocated to Och-Ziff Capital Management Group LLC—GAAP	27,357	(12,844 )	14,513
Net income allocated to Group A Units	41,145	—	41,145
Equity-based compensation, net of RSUs settled in cash	61,433	2,133	63,566
Adjustment to recognize deferred cash compensation in the period of grant	(666 )	—	(666 )
Income taxes	17,062	180	17,242
Allocations to Group D Units	4,839	75	4,914
Adjustment for expenses related to compensation and profit-sharing arrangements based on fund investment performance	310	12,932	13,242
Depreciation, amortization and net gains and losses on fixed assets	7,693	—	7,693
Other adjustments	(1,282 )	(229 )	(1,511 )
Economic Income—Non-GAAP	\$157,891	\$2,247	\$160,138





Economic Income Revenues

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)					
Management fees—GAAP	\$65,911	\$ 4,764	\$70,675	\$72,114	\$ 5,057	\$77,171
Adjustment to management fees <sup>(1)</sup>	(4,222 )	—	(4,222 )	(4,827 )	—	(4,827 )
Management Fees—Economic Income Basis—Non-GAAP	61,689	4,764	66,453	67,287	5,057	72,344
Incentive Income—Economic Income Basis—GAAP and Non-GAAP	14,867	4,436	19,303	50,476	773	51,249
Other revenues—GAAP	3,207	135	3,342	1,486	38	1,524
Adjustment to other revenues <sup>(2)</sup>	—	—	—	141	—	141
Other Revenues—Economic Income Basis—Non-GAAP	3,207	135	3,342	1,627	38	1,665
Total Revenues—Economic Income Basis—Non-GAAP	\$79,763	\$ 9,335	\$89,098	\$119,390	\$ 5,868	\$125,258
	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)					
Management fees—GAAP	\$199,171	\$ 14,547	\$213,718	\$227,908	\$ 15,600	\$243,508
Adjustment to management fees <sup>(1)</sup>	(13,440 )	—	(13,440 )	(15,488 )	—	(15,488 )
Management Fees—Economic Income Basis—Non-GAAP	185,731	14,547	200,278	212,420	15,600	228,020
Incentive Income—Economic Income Basis—GAAP and Non-GAAP	90,027	14,766	104,793	165,719	3,271	168,990
Other revenues—GAAP	11,429	322	11,751	3,977	104	4,081
Adjustment to other revenues <sup>(2)</sup>	(39 )	—	(39 )	(1,117 )	—	(1,117 )
Other Revenues—Economic Income Basis—Non-GAAP	11,390	322	11,712	2,860	104	2,964
Total Revenues—Economic Income Basis—Non-GAAP	\$287,148	\$ 29,635	\$316,783	\$380,999	\$ 18,975	\$399,974

Adjustment to present management fees net of recurring placement and related service fees, as management (1) considers these fees a reduction in management fees, not an expense. The impact of eliminations related to the consolidated funds is also removed.

(2) Adjustment to exclude gains on fixed assets.



## Economic Income Expenses

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)					
Compensation and benefits—GAAP	\$62,373	\$ 12,262	\$74,635	\$61,534	\$ 12,956	\$74,490
Adjustment to compensation and benefits <sup>(1)</sup>	(23,202 )	(4,914 )	(28,116 )	(23,034 )	(7,866 )	(30,900 )
Compensation and Benefits—Economic Income Basis—Non-GAAP	\$39,171	\$ 7,348	\$46,519	\$38,500	\$ 5,090	\$43,590
Interest Expense—Economic Income Basis—GAAP and Non-GAAP	4,820	—	4,820	5,611	—	5,611
General, administrative and other expenses—GAAP	\$50,028	\$ 261	\$50,289	\$32,579	\$ 557	\$33,136
Adjustment to general, administrative and other expenses <sup>(2)</sup>	(6,771 )	—	(6,771 )	(7,066 )	—	(7,066 )
General, Administrative and Other Expenses—Economic Income Basis—Non-GAAP	\$43,257	\$ 261	\$43,518	\$25,513	\$ 557	\$26,070
	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)					
Compensation and benefits—GAAP	\$188,823	\$ 29,238	\$218,061	\$184,084	\$ 30,028	\$214,112
Adjustment to compensation and benefits <sup>(1)</sup>	(83,964 )	(6,837 )	(90,801 )	(65,916 )	(15,141 )	(81,057 )
Compensation and Benefits—Economic Income Basis—Non-GAAP	\$104,859	\$ 22,401	\$127,260	\$118,168	\$ 14,887	\$133,055
Interest Expense—Economic Income Basis—GAAP and Non-GAAP	18,923	—	18,923	17,043	—	17,043
General, administrative and other expenses—GAAP	\$135,183	\$ 1,465	\$136,648	\$112,388	\$ 1,841	\$114,229
Adjustment to general, administrative and other expenses <sup>(2)</sup>	(21,212 )	—	(21,212 )	(24,489 )	—	(24,489 )
General, Administrative and Other Expenses—Economic Income Basis—Non-GAAP	\$113,971	\$ 1,465	\$115,436	\$87,899	\$ 1,841	\$89,740

(1) Adjustment to exclude equity-based compensation, as management does not consider these non-cash expenses to be reflective of our operating performance. However, the fair value of RSUs that are settled in cash to employees or executive managing directors is included as an expense at the time of settlement. In addition, expenses related to incentive income profit-sharing arrangements are generally recognized at the same time the related incentive income revenue is recognized, as management reviews the total compensation expense related to these

arrangements in relation to any incentive income earned by the relevant fund. Further, deferred cash compensation is expensed in full in the year granted for Economic Income, rather than over the service period for GAAP. Distributions to the Group D Units are also excluded, as management reviews operating performance at the Oz Operating Group level, where substantially all of our operations are performed, prior to making any income allocations.

Adjustment to exclude depreciation, amortization and losses on fixed assets as management does not consider these (2) items to be reflective of our operating performance. Additionally, recurring placement and related service fees are excluded, as management considers these fees a reduction in management fees, not an expense.

## Other Economic Income Items

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)					
Net (loss) income attributable to noncontrolling interests—GAAP	\$ (21,898)	\$ 758	\$ (21,140)	\$ 9,442	\$ 318	\$ 9,760
Adjustment to net (loss) income attributable to noncontrolling interests <sup>(1)</sup>	21,896	(758 )	21,138	(9,444 )	(318 )	(9,762 )
Net Loss Attributable to Noncontrolling Interests—Economic Income Basis—Non-GAAP	\$ (2 )	\$ —	\$ (2 )	\$ (2 )	\$ —	\$ (2 )
	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Oz Funds Segment	Other Operations	Total Company	Oz Funds Segment	Other Operations	Total Company
	(dollars in thousands)					
Net (loss) income attributable to noncontrolling interests—GAAP	\$ (35,395)	\$ 1,450	\$ (33,945)	\$ 41,021	\$ 659	\$ 41,680
Adjustment to net (loss) income attributable to noncontrolling interests <sup>(1)</sup>	35,380	(1,450 )	33,930	(41,023 )	(659 )	(41,682 )
Net Loss Attributable to Noncontrolling Interests—Economic Income Basis—Non-GAAP	\$ (15 )	\$ —	\$ (15 )	\$ (2 )	\$ —	\$ (2 )

Adjustment to exclude amounts allocated to our executive managing directors on their interests in the Oz Operating (1) Group, as management reviews operating performance at the Oz Operating Group level. We conduct substantially all of our activities through the Oz Operating Group.

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our predominant exposure to market risk is related to our role as general partner or investment manager for the funds, and the sensitivities to movements in the fair value of their investments that may adversely affect our management fees and incentive income.

Fair value of the financial assets and liabilities of the funds may fluctuate in response to changes in the value of investments, foreign currency exchange rates, commodity prices and interest rates. The fair value changes in the assets and liabilities of the funds may affect the management fees and incentive income we may earn from the funds.

With regards to the consolidated funds, the net effect of these fair value changes primarily impacts the net gains of consolidated funds in our consolidated statements of comprehensive income (loss); however, a large portion of these fair value changes is absorbed by the investors of these funds (noncontrolling interests). We may also be entitled to a portion of these earnings through our incentive income allocation as general partner of these funds.

## Impact on Management Fees

Management fees for our multi-strategy and opportunistic credit funds are generally based on the net asset value of those funds. Accordingly, management fees will generally change in proportion to changes in the fair value of investments held by these funds. Management fees for our real estate funds and certain other funds are generally based on committed capital during the original investment period and invested capital thereafter; therefore, management fees

are not impacted by changes in the fair value of investments held by those funds.

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#### Impact on Incentive Income

Incentive income for our funds is generally based on a percentage of profits generated by our funds over a commitment period, which is impacted by global market conditions and other factors. Major factors that influence the degree of impact include how the investments held by our funds are impacted by changes in the market and the extent to which any high-water marks impact our ability to earn incentive income. Consequently, incentive income cannot be readily predicted or estimated.

#### Market Risk

The amount of our assets under management is generally based on the net asset value of multi-strategy and opportunistic credit funds (plus unfunded commitments for certain closed-end opportunistic credit funds), and committed or invested capital for our real estate funds and certain other funds. A 10% change in the fair value of the net assets held by our funds as of September 30, 2018 and December 31, 2017, would have resulted in a change of approximately \$1.7 billion and \$1.9 billion in our assets under management.

A 10% change in the fair value of the net assets held by our funds as of October 1, 2018 (the date management fees are calculated for the fourth quarter of 2018) would impact management fees charged on that day by approximately \$4.5 million. A 10% change in the fair value of the net assets held by our funds as of January 1, 2018, would have impacted management fees charged on that day by approximately \$5.1 million.

A 10% change in the fair value of the net assets held by our funds as of the end of any year (excluding unrealized gains and losses in Special Investments or other investments on which we do not earn any incentive income until such investments are sold or otherwise realized), could significantly affect our incentive income, as incentive income is generally based on a percentage of annual profits generated by our funds. We do not earn incentive income on unrealized gains attributable to Special Investments and certain other investments, and therefore a change in the fair value of those investments would have no effect on incentive income.

#### Exchange Rate Risk

Our funds hold investments denominated in non-U.S. dollar currencies, which may be affected by movements in the rate of exchange between the U.S. dollar and foreign currencies. We estimate that as of September 30, 2018 and December 31, 2017, a 10% weakening or strengthening of the U.S. dollar against all or any combination of currencies to which our funds have exposure to exchange rates would not have a material effect on our revenues, net income attributable to Class A Shareholders or Economic Income.

#### Interest Rate Risk

Borrowings under the CLO Investments Loans, the 2018 Term Loan and the 2018 Revolving Credit Facility, if any, as well as our investments in CLOs accrue interest at variable rates. Our funds also have financing arrangements and hold credit instruments that accrue interest at variable rates. Interest rate changes may therefore impact the amount of interest income and interest expense, future earnings and cash flows.

We estimate that as of September 30, 2018 and December 31, 2017, a 100 basis point increase or decrease in variable rates would not have a material effect on our annual interest income, interest expense, net income attributable to Class A Shareholders or Economic Income. A tightening of credit and an increase in prevailing interest rates could make it more difficult for us to raise capital and sustain the growth rate of the funds.

#### Credit Risk

Credit risk is the risk that counterparties or debt issuers may fail to fulfill their obligations or that the collateral value may become inadequate to cover our exposure. We manage credit risk by monitoring the credit exposure to and the creditworthiness of counterparties, requiring additional collateral where appropriate.



Item 4. Controls and Procedures

Effectiveness of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2018, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective and were operating at a reasonable assurance level as of September 30, 2018.

Changes in Internal Control over Financial Reporting

There were no changes to our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act, that occurred in the third quarter of 2018 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls.

The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

We are not currently subject to any pending judicial, administrative or arbitration proceedings that we expect to have a material impact on our consolidated financial statements. We are from time to time involved in litigation and claims incidental to the conduct of our business. Like other businesses in our industry, we are subject to extensive scrutiny by regulatory agencies globally that have, or may in the future have, regulatory authority over us and our business activities. This has resulted in, or may in the future result in, regulatory agency investigations, litigation and subpoenas, and related sanctions and costs. See “Item 1A. Risk Factors” below and “Part I, Item 1A. Risk Factors—Risks Related to Our Business—Regulatory changes in jurisdictions outside the United States could adversely affect our business” in our Annual Report. See Note 16 to our consolidated financial statements included in this report for additional information.

### Item 1A. Risk Factors

In addition to the risk factors below, please see “Item 1A. Risk Factors” in our Annual Report for a discussion of the risks material to our business.

Our business and financial condition may be materially adversely impacted by the loss of any of our key executive managing directors.

The success of our business depends on the efforts, judgment and personal reputations of our key executive managing directors. Our key executive managing directors’ reputations, expertise in investing and risk management, relationships with investors in our funds and third parties on which our funds depend for investment opportunities and financing are each critical elements in operating and expanding our business. The loss of any of these individuals could harm our business and jeopardize our relationships with our fund investors and members of the business community. We believe our performance is highly correlated to the performance of these individuals. Accordingly, the retention of our key executive managing directors is crucial to our success, but none of them is obligated to remain actively involved with us. The following factors, among others, could amplify retention risk: a declining stock price which puts pressure on our ability to compensate our employees with equity grants; our current equity ownership structure; and the amount of our future cash flow that will be required to satisfy certain obligations of the firm. In addition, if any of our key executive managing directors were to join or form a competitor, some of our fund investors could choose to invest with that competitor rather than in our funds. The loss of the services of any of our key executive managing directors could have a material adverse effect on our business, financial condition or results of operations, including on the performance of our funds, our ability to retain and attract fund investors and highly qualified employees and our ability to raise new funds. We do not carry any “key man” insurance that would provide us with proceeds in the event of the death or disability of any of our key executive managing directors.

In addition, investors in most of our funds have one-time special redemption rights that are triggered upon the loss of services of Mr. Och. See “Most of our funds have special withdrawal provisions pursuant to which the failure of Daniel S. Och to be actively involved in the business provides investors with the right to redeem from such funds. The loss of the services of Mr. Och would have a material adverse effect on each of such funds and on our business, financial condition or results of operations” in our Annual Report for additional information. Further, we negotiate other key man provisions in certain of our funds, which could provide for earlier redemption rights, in the event that one or more of certain of our key executive managing directors cease to provide services to such funds. Accordingly, the loss of such key executive managing directors could also result in significant or earlier redemptions from our funds, which could have a material adverse impact on our business, financial condition or results of operations.

Mr. Och resigned as CEO of the Company effective February 5, 2018. Mr. Och will remain Chairman of the Board until March 31, 2019, at which time he will resign and be replaced by a successor non-executive Chairman of the Board selected from the existing Board members and mutually agreed upon by the Nominating, Corporate Governance and Conflicts Committee and the Class B Shareholder Committee.



As Chairman of the Board, Mr. Och will oversee and be involved with the overall direction and vision of the Company. Following Mr. Och's resignation as Chairman of the Board, Mr. Och will have the right to continue to serve as a director on the Board for so long as he continues to own interests in Oz Management representing at least 33% of either his current Preferred Units or current common equity units in the Oz Operating Partnerships.

Mr. Och will continue to serve as the (i) sole member of the Class B Shareholder Committee and (ii) Chairman of the Exchange Committee relating to the Group A Units until each is disbanded (which will coincide with the termination of the Class B Shareholders Agreement), which will occur on the Transition Date (as defined in the following sentence). The "Transition Date" will be December 31, 2019, subject to extension if either (i) the Company has advised Mr. Och that he may not withdraw any capital that he may request to withdraw or (ii) Mr. Och is advised by counsel that he is prohibited by law from withdrawing any capital he has requested to withdraw. We will develop a transition plan with respect to Mr. Och's other roles and responsibilities and, to the extent necessary, we will seek consents or waivers with respect to certain of Mr. Och's roles in order to effect such transition. As part of the transition, Mr. Och expects to continue to support Oz Management in its initiatives and remain involved with Oz Management to ensure its future success. After the Committee Dissolutions, Mr. Och will generally resign from other officer positions and from the boards of directors of our subsidiaries and will not become director of any future funds.

Our ability to retain and attract executive managing directors, managing directors and other investment professionals is critical to the success and growth of our business.

Our investment performance and ability to successfully manage and expand our business, including into new geographic areas, is largely dependent on the talents and efforts of highly skilled individuals, including our active executive managing directors, managing directors and other investment professionals. Accordingly, our future success and growth depend on our ability to retain and motivate our active executive managing directors and other key personnel and to strategically recruit, retain and motivate new talent. The following factors, among others, could adversely impact our ability to do so: a declining stock price which puts pressure on our ability to compensate our employees with equity grants; our current equity ownership structure; and the amount of our future cash flow that will be required to satisfy certain obligations of the firm. We may not be successful in our efforts to recruit, retain and motivate the required personnel as the global market for qualified investment professionals is extremely competitive, particularly in cases where we are competing for qualified personnel in geographic or business areas where our competitors have a significantly greater presence or more extensive experience. We compete intensely with businesses both within and outside the alternative asset management industry for highly talented and qualified personnel.

Accordingly, in order to retain and attract talent, our total compensation and benefits expense could increase to a level that may materially adversely affect our profitability and reduce our cash available for distribution to our executive managing directors and Class A Shareholders.

It may be difficult for us to retain and motivate our active executive managing directors after their interests in our business are fully vested and they are permitted to exchange their interests for Class A Shares that they can sell. The Group A Units granted to our executive managing directors who were executive managing directors before our IPO (our "Pre-IPO Partners") have now become fully vested. Many of the Group A and Group D Units granted to executive managing directors since then are now also fully vested. Oz Operating Group Units otherwise granted to our executive managing directors, including awards granted under our Incentive Program established in 2017 (the "2017 Incentive Program"), continue to vest over time. See Note 10 to our consolidated financial statements included in our Annual Report for additional information on the 2017 Incentive Program.

If we are unable to retain the services of any of our active executive managing directors, the loss of their services could have a material adverse effect on our business, financial condition or results of operations, including by harming our ability to maintain or grow assets under management in existing funds or raise additional funds in the future.

In any year where our funds experience losses and we do not earn incentive income, bonuses for that year (and in subsequent years until such losses are recouped) may be significantly reduced. Reduced bonuses, particularly during subsequent years, could have a material adverse impact on our ability to motivate and retain our investment professionals and other employees.

Furthermore, our active executive managing directors and investment professionals possess substantial experience and expertise in investing, are responsible for locating and executing our funds' investments, have significant relationships with the

institutions that are the source of many of our funds' investment opportunities, and in certain cases have strong relationships with our fund investors. Therefore, if our active executive managing directors or investment professionals join competitors or form competing businesses, we could experience a loss of investment opportunities and existing fund investor relationships, which if significant, would have a material adverse effect on our business, financial condition or results of operations.

The Oz Operating Partnerships' limited partnership agreements and other agreements entered into with our executive managing directors provide that the ownership interests in our business that are held by our executive managing directors are subject to various transfer restrictions and vesting and forfeiture conditions. In addition, the RSUs that have been awarded to our managing directors, certain executive managing directors and certain other employees are also subject to certain vesting and forfeiture requirements. Further, all of our active executive managing directors and managing directors are subject to certain restrictions with respect to competing with us, soliciting our employees and fund investors and disclosing confidential information about our business. These restrictions, however, may not be enforceable in all cases and can be waived by us at any time. There is no guarantee that these requirements and agreements, or the forfeiture provisions of the Oz Operating Partnerships' limited partnership agreements (which are relevant to our executive managing directors) or the agreements we have with our managing directors will prevent any of these professionals from leaving us, joining our competitors or otherwise competing with us. Any of these events could have a material adverse effect on our business, financial condition or results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
<u>31.1</u>	<u>Certificate of Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the Securities Exchange Act of 1934.</u>
<u>31.2</u>	<u>Certificate of Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the Securities Exchange Act of 1934.</u>
<u>32.1</u>	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101	Interactive data files pursuant to Rule 405 of Regulation S-T (XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 5, 2018

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC

By: /s/ Thomas M. Sipp  
Thomas M. Sipp  
Chief Financial Officer and Executive Managing Director