



**Estimate as of December 31, 2021**

Pursuant to Riverstone Holdings' internal policies adopted in connection with the Public Pension Fund Reform Code of Conduct, listed below are all third-party fees and expenses paid in connection with a subscription in Riverstone Decarbonization Growth Fund, L.P. ("Decarb Fund") through December 31, 2021. The expenses incurred represent usual and customary costs associated with the preparation and offering of a private equity fund and none of the expenses incurred are specifically attributable to any single investor.

<b>Description of Expenses</b>	<b>Contact Details of Third Party</b>	<b>Amount of Compensation<sup>1</sup></b>
Entity Formation	<b>McKinsey &amp; Company, Inc</b> P.O. Box 7247-7255 Philadelphia, PA 19170-7255	\$ 730,000
Legal/ Fund Formation	<b>Latham &amp; Watkins LLP</b> Attn: Barton Clark 555 Eleventh Street, N.W. Suite 1000 Washington, D.C. 20004	\$ 462,231

Please do not hesitate to contact us with any questions or concerns.

Sincerely,

RIVERSTONE DECARBONIZATION GROWTH FUND, L.P.

By: Riverstone DGF GP, LLC  
its general partner

By: \_\_\_\_\_

Name: Peter Haskopoulos  
Title: Authorized Person

<sup>1</sup> U.S. dollars. Amounts rounded to nearest dollar.