



**Estimate as of December 31, 2022**

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, 2022. 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>
Due Diligence	<b>McKinsey &amp; Company, Inc</b> P.O. Box 7247-7255 Philadelphia, PA 19170-7255	\$ 1,155,709
Legal/Fund Formation	<b>Latham &amp; Watkins LLP</b> Attn: Barton Clark 555 Eleventh Street, N.W. Suite 1000 Washington, D.C. 20004	\$ 1,008,697
Legal/Fund Formation	<b>Richards, Layton &amp; Finger, P.A.</b> Attn: Bernie Kelley 920 North King Street Wilmington, DE 19801	\$ 9,309
Legal/Fund Formation	<b>Vinson &amp; Elkins</b> Attn: James J. Fox 666 Fifth Avenue 26 <sup>th</sup> Floor New York, NY 10103	\$ 750
Entity Formation	<b>Atlantic-Pacific Capital, Inc.</b> Attn: Anthony Bossone One Dock Street Suite 404 Stamford, CT 06902	\$ 627,146
Fund Entity Formation	<b>CT Corporation</b> 111 8 <sup>th</sup> Avenue New York, NY 10011	\$ 5,185

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

Description of Expenses	Contact Details of Third Party	Amount of Compensation <sup>1</sup>
Legal/Tax Fund Formation	<b>Ernst &amp; Young</b> Attn: Daniel Linden 200 Plaza Drive Secaucus, NJ 07094	\$ 445

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