

Item 1 – Cover Page

Firm Brochure
(Part 2A of Form ADV)
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Battery Ventures Israel, Ltd. (*relying adviser*)
BMC UK Subadvisor Support Ltd. (*relying adviser*)
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This Brochure provides information about the qualifications and business practices of Battery Management Corp. (“Battery Management Corp.” and, together with Battery Ventures Israel, Ltd., BMC UK Subadvisor Support Ltd., and other affiliates, “Battery Ventures”). If you have any questions about the contents of this Brochure, please contact us at 617-948-3600. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Battery Management Corp. also is available on the SEC’s website at www.adviserinfo.sec.gov. Registration with the SEC does not imply any level of skill or training.

March 2022

Item 2 – Material Changes

This Brochure serves as an update to Battery Management Corp.’s brochure dated March 2021 (the “Prior Brochure”). This Brochure contains routine annual updates to the Prior Brochure. Battery Management Corp. does not have any material changes to disclose.

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Item 4 – Advisory Business

Battery Ventures is a venture capital and private equity firm that invests principally in the technology markets. Operating from offices in Boston, Massachusetts, Menlo Park, California, San Francisco, California, New York, New York, London, UK and Herzliya, Israel, Battery Ventures provides investment management services to pooled investment vehicles (the “BV Funds”) that are exempt from registration under the Investment Company Act of 1940, as amended, and whose securities are not registered under the Securities Act of 1933, as amended (the “1933 Act”). Battery Ventures employees may conduct advisory business from temporary locations as part of the firm’s business continuity plan.

Battery Ventures has been in business since 1983. Battery Management Corp., which is 100% owned by Battery Management Company, LLC (“Battery Management LLC”), a Delaware limited liability company, was incorporated in March 1999. No one owns 25% or more of Battery Management LLC.

Battery Management Corp. provides investment advisory services to the BV Funds with respect to the acquisition, management and disposition of primarily private-company securities across a range of sectors in the technology industry pursuant to an Advisory Agreement among Battery Management Corp., Battery Management LLC, the BV Funds and the general partner entities of all BV Funds (the “GP Entities,” each a “GP Entity”). The investment advice that Battery Management Corp. provides to each BV Fund is subject to the overall direction and control of such BV Fund’s GP Entity.

Battery Ventures Israel, Ltd. is a relying adviser and affiliate of Battery Management Corp. and aids in identifying prospective portfolio companies for investment primarily in Israel and the surrounding region. Battery Ventures Israel, Ltd. is a wholly-owned subsidiary of Battery Management LLC.

BMC UK Subadvisor Support Ltd. is a relying adviser and affiliate of Battery Management Corp. and aids in identifying prospective portfolio companies for investment primarily in the UK and Europe. BMC UK Subadvisor Support Ltd. is a wholly-owned subsidiary of Battery Management LLC and is registered with the Financial Conduct Authority (“FCA”) in the United Kingdom.

Each BV Fund has specific investment guidelines and restrictions as set forth in the BV Fund’s operating and/or offering documents. Investors in the BV Funds do not have the ability to impose specific investment objectives or additional restrictions on the BV Funds.

As of December 31, 2021, Battery Management Corp. had approximately \$17,783,745,372 in regulatory assets under management, all of which are managed on a discretionary basis by Battery Management Corp. or its relying advisers.

Item 5 – Fees and Compensation

Except as described below, Battery Management LLC receives an annual management fee from each BV Fund, payable quarterly in advance, pursuant to a Management Agreement with each BV Fund and the GP Entity of such BV Fund. In most instances, the fee is based on a percentage of committed capital that varies over the life of the BV Fund. For certain BV Funds, the fee is based on a percentage of invested capital. Battery Management LLC pays a portion of the management fee to Battery Management Corp. for its services to the BV Funds.

The management fee payable to Battery Management LLC may be reduced or off-set to the extent Battery Management LLC or its affiliates receive director's fees, consulting fees, monitoring fees, acquisition fees, disposition fees or other remuneration from a BV Fund's portfolio company for services provided to such portfolio company. To date, none of the BV Funds have charged monitoring fees to their portfolio companies.

As described below in Item 6, the GP Entity of each BV Fund also typically receives a performance-based profit allocation from the BV Fund. Management fees and profit allocations are automatically paid or allocated directly by the BV Funds under the terms of their operating documents.

The amount of the management fee and profit allocation for each BV Fund is set forth in the operating documents for such BV Fund and generally is not negotiable.

In addition to management fees and performance-based allocations, the BV Funds may also pay for expenses relating to the BV Funds' formation, investment activities and ongoing operations. The operating documents for each BV Fund include details on the expenses that such BV Fund will bear. For example, each BV Fund will bear fees and expenses incurred in connection with the annual audit of such BV Fund (including license and maintenance costs of valuation software); fees associated with the preparation of such BV Fund's tax returns, including filing fees and other related expenses, and any taxes payable by such BV Fund; brokerage fees associated with transactions involving publicly traded securities held by such BV Fund; legal, audit and other expenses incurred in connection with such BV Fund's publicly traded securities (e.g., Section 16 filing, Section 13 filing); costs and expenses incurred in connection with managed distribution of securities; premiums associated with insurance for the BV Fund (including but not limited to a General Partner Liability Insurance Policy ("GPLIP")) against claims made against such BV Fund, the GP Entities, the managing members of the GP Entities and/or any other party providing services to such BV Fund; fees associated with obtaining and/or maintaining bank and custodial accounts and line of credit facilities for such BV Fund; costs incurred for third-party marketing/public relations services to the extent such services are rendered for the benefit of specific portfolio companies of such BV Fund; all legal, accounting, filing and other fees and expenses of any kind paid or incurred in connection with such BV Fund's compliance with any state, local, federal or foreign regulatory requirements; third-party fees and expenses of legal, financial, tax, specific company research and other advisors and consultants incurred in connection with any proposed investment by such BV Fund, whether resulting in an investment by the BV Fund or not; expenses incurred in connection

with informational meetings with limited partners, including but not limited to the annual meeting; organizational costs, fees and expenses incurred in connection with the formation, restructuring or organization of such BV Funds, the GP Entities and any alternative investment vehicle of such BV Fund (if any), subject to a cap established in each respective limited partnership agreement; and liquidation costs, fees, and expenses in connection with the liquidation of such BV Fund's assets.

Battery Management Corp. bears all normal expenses incurred in connection with the management of the BV Funds, except expenses borne directly by the BV Funds, as detailed above. For example, Battery Management Corp. bears all employee expenses, including their salaries, benefits, wages, and travel as well as legal fees for human resources matters; fees paid to consultants who take part in our Executive-In-Residence and Entrepreneurs-in-Residence programs; rent expenses for office space used by Battery Management Corp. and its personnel as well as other real estate related expenses (broker fees, build out, remodeling, furnishing, equipment, utilities, machine leases, etc.); costs associated with bookkeeping services and any other fee or expense incurred in managing the BV Funds; costs associated with information technology infrastructure required in connection with the management of the BV Funds, including computers, equipment, and software and services purchases and rental; membership dues of Battery Management Corp. and its personnel for professional and trade associations and subscriptions for professional publications; costs incurred for third-party general research services and third-party marketing/public relations services to the extent such services are not specifically identified and/or attributable to a prospective or current investment by a BV Fund; costs associated with foreign subsidiary audits and professional fees for foreign subsidiary tax advice; costs and expenses related to any audit or investigation of a BV Fund by a taxing authority to the extent such audit or investigation is attributable to any designation of a short-term capital gain (and related allocations and distributions), as reasonably determined by the BV Fund's GP Entity in good faith; fees associated with the preparation of Battery Management Corp.'s tax returns, including filing fees and other related expenses, and any taxes applicable to the particular BV Fund; legal and other professional advisor fees and expenses incurred as a result or in connection with Battery Management Corp.'s status as a Registered Investment Advisor; a portion of the GPLIP policy premium; and expenses incurred for marketing, design and public relations in connection with branding, promotion, marketing events and sponsorships related to Battery Management Corp. and the BV Funds, Battery Ventures website development and maintenance, and any other related expense of Battery Management Corp.

Where expenses are attributable to multiple BV Funds, or the BV Funds and Battery Management Corp, Battery Ventures will seek to allocate such common expenses in a good faith, equitable manner. Factors considered include relative BV Fund capital commitments, the relative amounts invested by the BV Funds in a portfolio company, remaining investments in a BV Fund, etc. Furthermore, if expenses attributable to a BV Fund are advanced by Battery Management Corp. or its affiliates, such BV Fund would reimburse the payor.

The BV Funds set up for investment primarily by current and former employees of Battery Ventures (the "BIP Funds") are not charged management fees or profit allocations.

Item 6 – Performance-Based Fees and Side-By-Side Management

Except as described below, the GP Entity of each BV Fund typically receives a performance-based profit allocation from the BV Fund, customarily referred to as a “carried interest”. The carried interest is generally a percentage of the net profits generated by the BV Fund and the percentage allocated to the GP Entity varies among the BV Funds.

The BIP Funds are not charged a carried interest.

Performance-based fee arrangements may create an incentive for Battery Ventures to favor certain BV Funds over other BV Funds in the allocation of investment opportunities. However, Battery Ventures has procedures designed to allocate investment opportunities among the BV Funds in a fair and equitable manner and to prevent this potential conflict of interest from influencing the allocation of investment opportunities among the BV Funds. For instance, each investment opportunity is reviewed on a case-by-case basis and allocated to a BV Fund by considering various factors, including the size of the investment opportunity (including projected follow-on investments), the amount of available capital to such BV Fund, the nature and stage of the investment, BV Fund portfolio construction matters, and any investment restrictions outlined in a BV Fund’s operating agreement.

Item 7 – Types of Clients

Battery Management Corp. provides investment advisory services to private investment funds, generally organized as limited partnerships. An affiliate of Battery Management Corp. serves as the GP Entity with respect to such BV Funds and has ultimate investment discretion. Investors in the BV Funds typically include public pension plans, corporate pension plans, university endowments, foundations, insurance companies, sovereign wealth funds, fund-of-funds, banks, family offices, other institutional investors and high-net worth individuals.

Battery Ventures sets a target for total capital commitments with respect to each BV Fund. Additionally, the GP Entity of each BV Fund typically sets a minimum capital contribution amount for investors.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss Method of Analysis and Investment Strategy

Battery Ventures is a global, technology-focused firm that primarily employs five key investment strategies in managing the BV Funds; (i) technology industry focus and expertise, (ii) proactive deal generation, (iii) stage diversification, (iv) active investment approach and deal leadership, and (v) value-oriented investment bias. These five strategies are applied to investing in technology and technology-related markets.

Battery Ventures takes a research-driven approach to investing and places a heavy emphasis on developing deep market knowledge in the industries in which it invests. It works to become a market expert in select, high potential technology areas. Internally, Battery Ventures organizes itself into a

series of market-based sub-groups that are focused on these industries and meet regularly to discuss current industry trends, issues and opportunities.

The performance of an individual investment staff member is based in part, on the volume and quality of new investment opportunities he or she has generated. This information is tracked and reviewed periodically in the market-based subgroups. Numerous deal generation methods are utilized ranging from cold calling and networking with entrepreneurs and technologists, to mapping key players in major market trends and using Executive-In-Residence and Entrepreneurs-in-Residence (“EIRs”) programs to network with other talented entrepreneurs in key technology markets. Some EIRs are integral members of the firm’s investment staff (sourcing investment opportunities, assisting with due diligence, serving on board of directors of portfolio companies, etc.), while others work as consultants on specific projects and are compensated on a retainer basis by Battery Management Corp. EIRs are made available for the benefit of Battery Ventures’ portfolio companies to provide additional business insights in such areas as online marketing, product development, sales organization creation, and international expansion. This use of EIRs by portfolio companies is voluntary and, in some cases, the EIR and portfolio company may negotiate a separate compensation arrangement depending on the nature and extent of the services to be provided. Access to talented specialists in certain mission critical business components is often a differentiator in the selection of a financing partner by a portfolio company prospect. In addition, some seasoned senior executives are engaged to serve as EIRs with the expectation that they will eventually take key portfolio company operating roles following a BV Fund investment.

The BV Funds invest in opportunities across the stage spectrum, from seed and early-stage opportunities to growth and buyout investments. This allows the BV Funds to capture opportunities in both emerging and mature markets and provides an attractive resource to management teams looking for insights on growth or the latest disruptive market trends.

Battery Ventures will often seek to place a person on the boards of the portfolio companies in which the BV Funds invest and frequently plays a material role in helping the portfolio companies develop market strategies and business plans. Additionally, Battery Ventures has marketing personnel, recruiters and business development resources on staff to assist portfolio companies in raising and managing their public profiles, building their management teams and scaling their businesses by making connections to partners and customers.

Battery Ventures applies a thorough due diligence process to each potential investment. The risk and reward potential of each investment is analyzed to determine the true value represented by the opportunity and whether an investment is warranted. Each investment has a senior investment team member who acts as that investment’s sponsor and at least one junior investment staff member.

Typically, the senior investment team member ultimately has final investment discretion with respect to the investment. A separate investment committee (an “Investment Committee”) is formed for each potential non-seed investment at the time at which a preliminary financing term sheet is issued and significant due diligence begins. The Investment Committee for a potential investment

is generally comprised of two (2) or three (3) senior investment team members and it assists the deal team in considering the issues, risks and unique circumstances associated with the applicable deal, and provides a recommendation with respect to making the investment or not. The Investment Committee typically meets several times before a final investment decision is made. Also, where multiple BV Funds with different strategies may be suitable for a particular investment (including a BV Fund with a strategy of primarily investing in portfolio companies of other BV Funds), additional steps in our investment process may be added. For example, a designated General Partner or a separate committee of senior investment team members reviews the proposed investment to ensure an investment opportunity's appropriateness for inclusion in each eligible BV Fund as well as help determine the allocation between or amongst the BV Funds contemplating such investment. Seed investments, which represent non-material investment opportunities, are subject to a modified due diligence process and are vetted within the relevant market-based sub-group by a senior investment team sponsor. After the market-based sub-group review, the investment team sponsor can move forward with the seed investment, if warranted. Once a seed investment is expected to require material follow-on investment support, a separate investment committee is formed, and a full due diligence process is conducted on the seed company before any follow-on investment is made.

Each quarter, Battery Ventures reviews its portfolio of investments. The deal team sponsor for each portfolio company presents an update on the portfolio company in front of several other BV investment team members, Battery Ventures' Chief Financial Officer, Chief Compliance Officer, and multiple General Partners. Current portfolio company issues, market trends, financing needs and exit opportunities are reviewed with the group to assist the deal team sponsor in optimizing the return potential for each portfolio company investment.

Follow-on investments in existing portfolio companies usually require a re-convening of the investment committee that was involved with evaluating the original investment in the company (as well as any additional committees that reviewed the initial investment). The investment committee will help the deal team review the performance of the portfolio company to determine whether an additional investment is warranted. In certain instances, more investment staff members are enlisted to provide additional due diligence work and a fresh perspective on the portfolio company before a final follow-on investment decision is made.

The disposition of an interest in a portfolio company via a sale or public offering is subject to the review of a standing exit committee consisting of at least two senior investment team members. The deal team sponsor, the Chief Compliance Officer and the Chief Financial Officer also participate in the process, as needed. The exit committee reviews the proposed liquidity transaction and possible alternatives to optimize returns.

Material Risks

An investment in a BV Fund involves a high degree of risk and is suitable only for investors of substantial means who have no immediate need for liquidity of the amount invested and who can

afford a risk of loss of all or a substantial part of such investment. Below is a summary of the material risks of the investment strategies employed by the BV Funds. For a description of the risks relating to a particular BV Fund please refer to the offering memorandum for such BV Fund.

Reliance on the GP Entities

Investors will not have a right or power to participate in the management of the BV Funds. Accordingly, no investor should purchase any interests in a BV Fund unless it is willing to entrust all aspects of management of the BV Fund to the respective GP Entity. Investors will not receive detailed financial information issued by portfolio companies in which the BV Funds invest which will be available to the BV Funds.

Competition for Investments

The BV Funds will compete with other entities for the acquisition of investments. Such competition may come from groups such as institutional investors, investment managers, industrial groups, and merchant banks which have greater resources than the BV Funds and are owned by large and well-capitalized investors. There will be intense competition for investments of the type in which the BV Funds intend to invest, and such competition may result in less favorable investment terms than would otherwise be the case. The BV Funds may be unable to find enough attractive opportunities to meet their investment objectives. There also may not be enough excess capacity in attractive follow-on investment opportunities in portfolio companies of other investment funds or entities. Prospective investors must not rely on the ability of the BV Fund to invest in any particular portfolio company. There can, therefore, be no assurance that investments of a BV Fund will meet all the investment objectives of the BV Fund, or that the BV Fund will be able to invest all of its available capital. Additionally, the management fees payable by many BV Funds are based on the aggregate capital commitments of such BV Funds without regard to the amount of capital invested.

Unspecified Investments

The capital commitments received from the investors are invested into a blind pool. Generally, a BV Fund does not identify the investments it will make prior to launch. Accordingly, an investor in the BV Funds must rely upon the ability of the GP Entities in making investments consistent with the BV Funds' investment objectives and policies. An investor will not have the opportunity to individually evaluate the relevant economic, financial and other information that will be utilized by the GP Entities in their selection of investments or otherwise approve of such investments.

No Assurance of Investment Return

The BV Funds' task of identifying opportunities in private operating companies, managing such investments and realizing a significant return for investors is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage, and realize such investments successfully. There is no assurance that the BV Funds will be able to invest their capital on attractive terms or generate returns for their investors. There can be no assurance that

investments by a BV Fund will achieve returns comparable to the historical performance of prior BV funds. There is no assurance that the BV Funds' investments will be profitable and there is a risk that the BV Funds' losses and expenses will exceed their income and gains. As such, there is no assurance of any distribution to the investors prior to, or upon, liquidation of the BV Funds.

Long-term and Illiquid Investment within the BV Funds

An investment in the BV Funds is a long-term commitment. Interests in the BV Funds are highly illiquid and have no public market value. In addition, only a limited secondary market for the interests potentially exists. Furthermore, the sale or transfer of interests is subject to approval of the applicable GP Entity in its sole discretion and other restrictions contained in the respective BV Fund's limited partnership agreement. Voluntary withdrawal of interests in the BV Funds are not permitted, except in limited instances set forth in the relevant BV Funds' governing documents. Consequently, investors may not be able to liquidate an investment in the event of an emergency or for any other reason. An investment in the BV Funds is suitable only for persons and entities which have no need for liquidity with respect to their investment.

Reserves

As is customary in the industry, the GP Entities establish reserves for follow-on investments by the relevant BV Funds in portfolio companies, operating expenses (including management fees), the respective BV Fund liabilities, and other matters. Estimating the appropriate amount of such reserves is difficult, especially for follow-on investment opportunities, which are tied in many ways to the success and capital needs of portfolio companies, as well as liquidity events with respect to portfolio companies. Reserves may increase or decrease from time to time, depending on the projected needs of a BV Fund's portfolio companies and such BV Fund's available cash. Such estimates are not subject to or based on any standard industry practices, and are made on a case-by-case basis, taking into account a variety of factors determined by the GP Entities and their affiliates in their sole discretion. Inadequate or excessive reserves could impair the investment returns to the limited partners. If reserves are not adequate, the BV Funds may be unable to take advantage of attractive follow-on or other investment opportunities or to protect its existing investments from dilutive or other punitive terms associated with "pay-to-play" or similar provisions. If reserves are excessive, the BV Funds will not be fully invested and/or may decline or otherwise not pursue attractive opportunities to make other investments. Further, the allocation of investment opportunities among the BV Funds may depend, in part, on their respective reserves at the time of allocating the opportunity, possibly resulting in lower returns if any of such reserves were later determined to be inadequate or excessive. Certain follow-on investment opportunities in BV Funds' portfolio companies will be allocated to BV Funds that have not already invested in a company. Based on a determination of available capital, the applicable GP Entities may reduce reserves for follow-on investments by the BV Funds that initially participated in the portfolio investment, which would reduce the participation level of such BV Funds in follow-on investments.

Uncertain Time Frame for Winding Up Affairs

Each BV Fund has an initial term, which can be extended in relevant the GP Entity's discretion and from year-to-year thereafter with the consent of the BV Fund's advisory committee. At the end of a BV Fund's term (as extended), the winding up of its affairs will commence. In connection with the dissolution and winding up of a BV Fund, the applicable GP Entity (or other relevant liquidator) has the authority to sell, exchange or otherwise dispose of the assets of such BV Fund in such reasonable manner as that GP Entity (or other relevant liquidator) determines to be in the best interest of the relevant BV Fund. Given the illiquid nature of the BV Funds' investments, it is likely that the BV Funds will hold a number of portfolio investments which cannot be advantageously disposed of within the respective BV Fund's initial term, meaning that the GP Entities are likely to seek extensions of the BV Funds' terms. Even upon the end of a BV Fund's term, such BV Fund will likely continue to hold portfolio investments which cannot be advantageously disposed of promptly during the dissolution period in the absence of a liquidity event for the applicable portfolio company, and there can be no assurances with respect to the time frame in which the assets of such BV Fund will be disposed of following commencement of the dissolution of the BV Fund. There is no particular period specified or required for the final disposition of the BV Funds' assets. In addition, sales of portfolio investments in connection with the winding up of a BV Fund may include escrows of a portion of the sales proceeds or other arrangements (such as earn-outs), which may further delay the final liquidation of such BV Fund. As a result of the foregoing, depending in part on the number of extensions of a BV Fund's term that are effected, final liquidation of such BV Fund may not occur until several years or more after the end of the relevant BV Fund's term, and in any event, the GP Entities anticipate final liquidation and termination of the BV Funds is not likely to occur until after (and possibly significantly after) their respective initial terms.

Difficulty in Valuing Portfolio Company Investments

The BV Funds' investment portfolios consist primarily of high-risk investments in privately-held companies, and most of the BV Funds' investments will be difficult to value. There is no readily available market for most of the BV Funds' investments. Valuations of such investments as determined by Battery Ventures and its affiliates may vary from similar valuations performed by other investors or independent third parties for the same or similar types of securities or assets, and there can be no assurance that the valuations of such securities reflect true fair market value. A general decline in valuations for technology and technology-related companies would likely impact the ability of BV Funds to ultimately realize returns commensurate with reported valuations and would reduce the investment results of such funds. The value of the BV Funds' investments may also be affected by changes in accounting standards, policies, or practices.

Cryptocurrency assets present additional valuation challenges. Traditional private equity and venture capital methodologies do not necessarily apply easily to cryptocurrency assets. Even cryptocurrency assets that are traded on exchanges or other forums are difficult to value given the nature of such exchanges or forums as compared to typical exchanges and trading forums for public equities.

Due to a wide variety of market factors and the nature of the investments to be held by the BV Funds, there is no guarantee that the reported value determined by Battery Ventures and its affiliates will represent the value that will be realized by the BV Funds on the eventual disposition of the investments or that would, in fact, be realized upon an immediate disposition of the investments.

Truncated Due Diligence for Certain Investments

There are instances where a GP Entity may conduct a truncated and expedited due diligence process. For example, if a BV Fund is investing in a portfolio company in which another BV Fund is already invested, depending on the amount of time which has elapsed since such other BV Fund has invested in such portfolio company and such other factors in the relevant GP Entity's discretion, such GP Entity may rely on such other BV Fund's due diligence and determine that a full due diligence review process is neither practical nor warranted in connection with such investment. From time to time, the GP Entities will make use of diligence materials collected and/or prepared by an existing investor, other prospective investor or other third party in a prospective portfolio company (whether in connection with the current round of financing for such company or a prior round of financing). If the due diligence relied upon by the GP Entities contains errors or omissions, or is otherwise inadequate or incomplete, the BV Funds will not have any recourse against the provider of such due diligence. Further, a GP Entity generally will conduct a truncated and expedited due diligence process where a BV Fund is considering an investment classified by Battery Ventures as a "Seed/Other" investment (including investments with repeat entrepreneurs who have a new idea, or into a nascent company that does not require a lot of capital to prove a market need). Because an initial "Seed/Other" investment generally is much smaller than a traditional early-stage investment, a full due diligence review process is generally neither practical nor warranted in connection with a "Seed/Other" investment. If a company in which a "Seed/Other" investment was made later becomes a candidate for a BV Fund to participate in a future investment opportunity, the applicable GP Entity generally will seek to subject the company to additional due diligence and review at that time, but does not always do so if it has received additional information regarding a company during the course of its continued involvement with such company.

Borrowing

The BV Funds may utilize a capital call line of credit to borrow on a short-term basis primarily to borrow to fund investments and pay related expenses. Though the GP Entities intend to use the capital call lines of credit primarily for administrative convenience to reduce the overall number of capital calls from the limited partners and avoid having excess cash on hand and expects that borrowing under the capital call line generally would be on a short-term basis, a BV Fund's Net to LP IRR (as that term is defined in the applicable BV Fund's offering and operating documents) is expected to be higher than it would be in the absence of such capital call line of credit, since the BV Fund's Net to LP IRR (as that term is defined in the applicable BV Fund's offering and operating documents) will be based on the time limited partner contributions are made and use of a capital call line of credit would generally delay such contributions into a later quarter. In addition to a capital call line of credit, the GP Entities may also utilize other lines of credit for the BV Funds,

subject to the limitations on the amount of outstanding borrowing at any time in the relevant BV Fund's governing documents. Such other lines of credit may or may not affect the timing of capital calls by limited partners. The BV Funds will bear any interest expense, fees or other costs in connection with any such lines of credit. A BV Fund's capital call line of credit will provide the lender with certain rights, which may include, among others, the right to call capital from the GP Entities in the event of a default and, in the event of a failure by a limited partner to fully fund its capital contributions to a BV Fund when due, the right to exercise certain default remedies directly against such limited partner. The BV Funds' lines of credit may also include restrictions on limited partners' rights to transfer their interests in a BV Fund, including in certain cases subjecting transfers to the prior approval from the lender. Lines of credit for a BV Fund other than its capital call line of credit may require the applicable GP Entity to provide the lender with other rights, including but not limited to, a security interest in the portfolio investments of such BV Fund. Though the BV Funds' governing documents generally include an obligation for the GP Entities to use reasonable best efforts to structure investments to avoid the incurrence of "unrelated business taxable income", this undertaking does not apply to any "unrelated business taxable income" that may result from any borrowing that is permitted under the BV Funds' governing documents, including as a result of the use of a BV Fund's capital call or other line of credit.

Cyber Security Breaches

Battery Ventures and the BV Funds' portfolio companies rely on digital technology, electronic communications (including email), the Internet and computer systems to perform necessary business functions and engage with investors, business partners and other constituencies. Although Battery Ventures has implemented, and portfolio companies will likely implement, a variety of security measures, their digital technology, information technology communications and computer systems could be subject to cybersecurity incidents from unintentional events or deliberate attacks by insiders or third parties, including cybercriminals, competitors, nation-states and hacktivists. The objectives of cyber-attacks vary widely and may include the theft or destruction of financial assets, intellectual property, or other sensitive information belonging to Battery and the BV Funds' portfolio companies, their customers, or their business partners. Cyber-attackers use a complex array of means to perpetrate cyber-attacks, including the use of stolen access credentials, malware, ransomware, phishing, structured query language injection attacks, and distributed denial-of-service attacks, among other means. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary and other information processed and stored in, and transmitted through, such computer systems and networks, or otherwise cause interruptions or malfunctions in Battery Ventures, the BV Funds or their portfolio companies' operations, which could result in damage to Battery Ventures, the BV Funds, or their portfolio companies' reputation, financial losses, litigation, increased costs, regulatory penalties and/or customer dissatisfaction or loss.

Currency Risks

The functional currency of the BV Funds will be the United States dollar. Capital commitments, capital contributions and distributions of cash will be stated, made or payable in United States

dollars. An investor whose functional currency is not the United States dollar will bear substantial risks associated with fluctuating currency exchange rates, particularly with regard to capital contributions that are payable in installments over time, some of which may not become due for several years.

Certain investments by a BV Fund, and the income received by a BV Fund with respect to such investments, may be denominated in various non-U.S. currencies. However, because the books of the BV Funds are maintained, and contributions to and distributions from the BV Funds are made, in United States dollars, currency conversion is required in such circumstances, which may adversely affect the United States dollar value of investments held by the BV Funds, income from a BV Fund's investments, gains and losses realized on the sale of a BV Fund's investments and the amount of distributions, if any, made by a BV Fund. In addition, a BV Fund will incur costs in converting from United States dollars to foreign currency and vice versa. Furthermore, non-U.S. portfolio companies may be subject to risks relating to changes in currency values, as described above. If a portfolio company suffers adverse consequences as a result of such changes, the relevant BV Fund would likely also be adversely affected.

Among the factors that will affect currency values are trade balances, short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political and economic developments. The GP Entity may cause a BV Fund to enter into hedging transactions designed to mitigate such risks, such as investing directly in foreign currencies, buying and selling forward foreign currency exchange contracts and buying and selling options on foreign currencies, although the GP Entity does not in the ordinary course expect to hedge currency risks, and there can be no assurance any such strategies will be undertaken or, if undertaken, will be effective.

Early Stage Investments

Along with growth and buyout investments, certain BV Funds may invest in privately-held, early stage technology companies. These companies typically have minimal or no revenues and are usually not profitable. They require considerable additional capital to develop technologies and markets, acquire customers and achieve or maintain a competitive position. This capital may not be available at all, or on acceptable terms. Further, the technologies and markets of such companies may not develop as anticipated, even after substantial expenditures of capital such companies may face intense competition, including competition from established companies with much greater financial and technical resources, more extensive development, manufacturing, marketing and service capabilities, and a greater number of qualified managerial and technical personnel. Typically, although the BV Funds may be represented on a portfolio company's board of directors, each portfolio company will be managed by its own officers (who generally will not be affiliated with Battery Ventures). Portfolio companies may have substantial variations in operating results from period to period and experience failures or substantial declines in value at any stage.

Bridge Financings

From time to time, the BV Funds may lend to portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity. Such bridge loans would typically be convertible into or be repaid by the issuance of a more permanent, long-term security; however, for various reasons, such securities may not be issued, and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the BV Funds. In addition, the BV Funds may make an investment (whether in the form of equity or debt) in a portfolio company in anticipation of selling a portion of such investment to another investor or otherwise refinancing such investment in the near-term. To the extent provided in the BV Funds' governing documents, these investments will not be taken into account in calculating certain percentage limitations with respect to the BV Funds' investments and ability to borrow and to guaranty portfolio company indebtedness or will only be taken into account in calculating separate percentage limitations that are higher than those that would otherwise apply. For various reasons, the BV Funds may be unable to sell or refinance such investment as quickly as expected or at all, which would increase the BV Funds' exposure to such portfolio company.

Risks in Affecting Operating Improvements

In some cases, the success of the BV Funds' investment strategies will depend, in part, on the ability of the BV Funds to restructure and affect improvements in the operations of a portfolio company. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies entails a high degree of uncertainty. There can be no assurance that the BV Funds will be able to successfully identify and implement such restructuring programs and improvements.

Lack of Diversification

The BV Funds are not subject to any diversification requirements and may invest in a limited number of companies, sectors, or geographies. To the extent a BV Fund concentrates its investments in a particular company, sector, or geography, its investments will become more susceptible to fluctuations in value resulting from adverse business or economic conditions affecting that particular company, or geography. Consequently, the aggregate return of the BV Fund may be adversely affected by the unfavorable performance of one or a small number of companies, sectors, or geographies in which the BV Fund has invested. In certain cases, the BV Funds may acquire majority or 100% interests in portfolio companies, which could further increase the vulnerability of each BV Fund's respective portfolio. The BV Funds therefore will not enjoy the reduced risks of a broadly diversified portfolio. The potential underperformance of industry sectors in which the BV Funds' investment activities will be focused may be caused by any number of factors, some of which are beyond the control of the individual portfolio companies, including the impact of economic, political, regulatory, technological or industry conditions or occurrences compared with a fund, or a portfolio of funds, that is more diversified or has a broader focus. The BV Funds are, therefore, subject to more volatility and a greater risk of loss than a more broadly diversified fund

that focuses on a broader array of investments. In particular, events affecting technology-related companies – for example, intellectual property issues (including litigation over proprietary rights to technology or an inability to adequately protect intellectual property rights), product roll-out delays or failures, rapid obsolescence, constant technical innovation, shifting technical standards, disproportionately large research budgets, marketing expenses and market penetration by competitors and the inability to attract and retain qualified technical and managerial employees – will affect the value of the BV Funds’ portfolio more than they would likely affect a portfolio that was not similarly concentrated.

Availability of Investment Capital

Portfolio company investments may require several rounds of capital infusions before the portfolio company reaches maturity. If a venture capital investor does not have funds available to participate in subsequent rounds of financing, that shortfall may have a significant negative impact on both the portfolio company and the face value of the venture investor’s original investment. Although it is each BV Fund’s policy to maintain sufficient liquidity to allow it to participate in follow-on rounds of financings, the BV Funds do not intend to provide all necessary follow-on financing. Accordingly, third-party sources of financing will be required. There is no assurance that such additional sources of financing will be available, or, if available, will be on terms acceptable or favorable to each BV Fund. Furthermore, although each BV Fund will endeavor to establish adequate reserves, each BV Fund’s capital is limited and may not be adequate to protect such BV Fund from dilution in multiple rounds of portfolio company financings.

Lack of Liquidity within Investment Portfolio

Each BV Fund’s investment portfolio will primarily consist of investments in private companies. The marketability and value of each such investment will depend upon many factors beyond the applicable GP Entity’s control. Generally, the investments made by the BV Funds will be illiquid and difficult to value, and there may be little or no collateral to protect an investment once made. At the time of each BV Fund’s investment, a portfolio company may lack one or more key attributes (e.g., proven technology, marketable product, complete management team, or strategic alliances) necessary for success. There may be no readily available market for the BV Funds’ investments, many of which will be difficult to value, and the disposal of a portfolio investment by the BV Funds may be prohibited or delayed many years from the date of initial investment for legal and/or regulatory reasons. The public market for technology and other emerging growth companies is extremely volatile. Such volatility may adversely affect the development of portfolio companies, the ability of the BV Funds to dispose of investments, and the value of investment securities on the date of sale or distribution by the BV Funds. In recent periods, successful privately held companies have been more likely to stay private longer than in prior periods, increasing the length of time to liquidity for investors in those companies. Longer liquidity timeframes could reduce the relevant BV Funds’ investment returns compared to the returns achieved by BV Funds from prior periods.

Risks of Certain Disposition

In connection with the disposition of an investment in a portfolio company or otherwise, the BV Funds may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. It may also be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate, and under certain circumstances described in the limited partnership agreement, the GP Entities may make distributions of cash or securities to the investors that remain subject to recall for the payment (in whole or in part) of such contingent liabilities. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the BV Funds.

Distributions-In-Kind

Certain investments may be distributed in kind to the partners of the BV Funds and any such distribution could put downward pressure on the price of the issuer's securities. In the case of publicly traded securities, the GP Entities and their members could potentially dispose of their portion of the distributed securities prior to the BV Funds' limited partners and prior to the full impact of any downward pressure on the price of the securities (due to the order in which any broker selected by the GP Entities in connection with the distribution randomly executes sell orders placed by recipients of the distribution or certain other factors). In addition, such in-kind distribution could consist of securities for which there is no readily available public market which may cause the BV Funds' partners to incur costs and delays in converting such assets to cash.

Limited Control

The BV Funds will often hold minority positions in portfolio companies with proportional board representation (and/or hold positions in portfolio companies where disproportionate voting control (relative to economic ownership) remains with such portfolio companies' founders) and, therefore, will have a limited ability to control various strategic decisions for those portfolio companies. While as a condition to an investment in a portfolio company, certain rights generally will be sought to protect each BV Fund's interests to the extent possible, these rights, when available, are generally in the nature of a veto versus the right to cause desired outcomes. In some cases, other BV Funds may have certain rights from prior rounds of financing for a portfolio company that are not provided to the relevant BV Fund(s) when it invests in such portfolio company. As a result, BV Funds generally will not be able to cause such portfolio companies to take actions which such BV Funds believe would maximize the value of their investment or refrain from taking actions which such BV Funds believe will impair the value of their investments. In addition, where the BV Funds hold a minority position in a portfolio company, the BV Funds may also have limited information rights with respect to such portfolio company and thus will receive less information regarding such portfolio company than some or all of the other equity holders.

Controlling Investments

The BV Funds may own a significant portion of the securities of their portfolio companies,

including ownership positions which may represent a majority of a portfolio company's voting securities. These investments may entitle the BV Funds to elect substantially all of a portfolio company's directors and exert significant influence over a portfolio company's business, operations, affairs and transactions. These capabilities could lead the BV Funds to be viewed as controlling a portfolio company or being considered a controlling stockholder. As a result, the BV Funds may be exposed to claims, lawsuits or investigations by minority stockholders, creditors, government or regulatory authorities or other persons. In the event any such claims were successful, the BV Funds may be held liable for any damages that are awarded or be required to fund any settlement with such parties. Even if such claims, lawsuits or investigations prove to be without merit, the BV Funds may be required to expend significant resources defending themselves and their affiliates. In addition, the BV Funds' reputations and goodwill may be harmed if they are considered a controlling stockholder of a portfolio company that is subject to negative publicity.

Portfolio Company Management

Although the BV Funds will typically have a representative on the board of directors (or equivalent) of their portfolio companies, and in some cases will control a majority of the voting securities and the board of directors of their portfolio companies, each portfolio company will be managed on a day-to-day basis by its officers and other employees (who generally will not be affiliated with the BV Funds or the GP Entities). The management teams of certain portfolio companies will have limited experience in managing companies in general, or in managing companies with the particular characteristics or in the particular stage of growth or development of the relevant portfolio company (e.g., if such company is going through an initial public offering or is publicly traded). To the extent that the management team of a portfolio company performs poorly, or a key member of the management team terminates his or her employment with the portfolio company, the relevant BV Fund's investment in the portfolio company could be adversely affected.

Uncertain Exit Strategies and Timing

Due to the illiquid nature of the investments made by the BV Funds, the GP Entities are unable to predict with confidence what the exit strategy will ultimately be for any given portfolio investment, or that an exit will definitely be available at an attractive price, or at all. Exit strategies that appear to be viable or profitable when an investment is initiated may be precluded or unprofitable by the time the investment is ready to be realized due to market, economic, legal, political or other factors.

Exit timing for a portfolio company may also be impacted by additional financing rounds for such portfolio company in which the BV Funds or other existing or new investors participate. For example, a large additional financing round (including one in which additional BV Funds participate) may enable a portfolio company to stay private for an extended period of time rather than pursuing a potential initial public offering or acquisition that would have constituted (or potentially led to) an exit event for a BV Fund.

Controlled Groups

Under the United States Employee Retirement Income Security Act of 1974, as amended (“ERISA”), members of certain “controlled groups” of “trades or businesses” may be jointly and severally liable for contributions required under any member’s tax-qualified defined benefit pension plan and under certain other benefit plans. Further, if any member’s tax-qualified defined benefit pension plan were to terminate, underfunding at termination would be the joint and several responsibilities of all controlled group members, including members whose employees did not participate in the terminated plan. Similarly, joint and several liability may be imposed for certain pension plan related obligations in connection with the complete or partial withdrawal by an employer from a multiemployer pension plan. Depending on a number of factors, including the level of ownership held by the BV Funds in a particular portfolio company, the BV Funds may be considered a member of one or more portfolio company’s “controlled group” for this purpose.

Use of Leverage

Portfolio companies may borrow without limitation. In certain cases, this may include borrowing by portfolio companies as part of the transaction in which a BV Fund invests in such companies. Certain portfolio companies in which the BV Funds invest (particularly buyout investments) will be significantly debt-financed by third parties. In addition, the limitations on borrowing and guarantees by the BV Funds set forth in their governing do not apply to borrowing or guarantees by subsidiaries of the BV Funds and other entities in which the BV Funds hold direct or indirect interests (collectively “Subsidiaries”). While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve more risk. Because of the use of leverage, economic downturns, operating problems, and other general business and economic risk may have a more pronounced effect on a company’s profitability or survivability. Moreover, rising interest rates typically would increase (in some cases significantly) interest expense in respect of borrowed funds, causing losses and/or the inability to service debt. In addition, cash flow from operations or investment that could otherwise be available to a leveraged portfolio company to fund growth often would instead be diverted to repay the company’s debt obligations. If a portfolio company or Subsidiary cannot generate adequate cash flow to meet debt obligations, the relevant BV Fund may suffer a partial or total loss of its invested capital in such entity. A portfolio company’s or Subsidiary’s obligations to these lenders will likely be senior to the BV Fund’s investment in the portfolio company or interest in such Subsidiary and may also be secured by the assets of the company or such Subsidiary. The BV Funds’ junior status could result in a loss of investment by the BV Funds in liquidations or sale transactions. In addition, lenders often impose restrictive financial and operating covenants on portfolio companies that are leveraged. Any event that adversely affects a portfolio company may be magnified by the extent that such portfolio company is leveraged. It may also be necessary from time to time for a leveraged portfolio company to seek refinancing or restructuring of its debt financing, and there can be no assurance that any needed refinancing or restructuring may be available on terms that are favorable to the relevant BV Funds’ investment in the portfolio company. The BV Funds may guarantee the indebtedness of

some portfolio companies or Subsidiaries which have borrowed funds. Consequently, if a portfolio company's or other Subsidiary's cash flow is insufficient to cover its debt obligations, a BV Fund may be called upon to fund all or a portion of a portfolio company's or such Subsidiary's debt obligations to satisfy such guarantees. This would reduce the amount of capital the BV Funds have available for other purposes and could adversely affect returns to the investors in the BV Funds. In addition, reduced availability of third-party leverage to finance acquisitions of portfolio companies would adversely affect the BV Funds' buyout investment strategy.

The BV Funds May Be Restricted from Trading Public Company Securities Because of Service on the Board of Directors, Possession of Inside Information or Securities Laws Restrictions; Increased Risk of Claims

A partner, or a manager, member, officer, employee or other representative of an affiliate of the BV Funds will typically serve as a director of each of the BV Fund's portfolio companies, including public companies. As a result, the BV Funds (through their representatives or otherwise) may receive or be deemed to receive information that would restrict their ability to cause the BV Funds to buy or sell securities of a company for substantial periods of time when profit could otherwise be realized or loss avoided, which may adversely affect the BV Funds' flexibility in buying or selling securities. In addition, the ability of the BV Funds to execute trades in securities of these public companies may also be restricted by securities laws, including but not limited to section 16 of the Securities Exchange Act of 1934, and Rule 144 promulgated under the Securities Act of 1933, as a result of the board participation or extent of ownership of the BV Funds and affiliated persons. In addition, board participation (and in particular board participation on portfolio companies with publicly traded securities) may subject the GP Entities and the BV Funds to claims they would not otherwise be subject to as an investor, including claims of breach of fiduciary duty, securities claims and other director-related claims. In general, the BV Funds will indemnify the GP Entities for such claims.

Impact of Economic and Global Conditions; Force Major; Terrorism; Monetary Policy; US Foreign Policy

The success of the GP Entities' investment strategy could be significantly impacted by changes in the external economic conditions in the United States and global economies, such as a recession or economic slowdown. The stability and sustainability of growth in global economies may also be impacted by terrorism or acts of war. In particular, the 2022 Russian invasion of Ukraine could have an adverse impact on investments made by the BV Funds. In addition to the humanitarian and political crises that are unfolding, the events in Ukraine are adversely impacting global commercial activity and have contributed to volatility in financial, currency and commodities markets. The ultimate regional and global impact of the conflict in Ukraine and ensuing crises is rapidly evolving and presents material uncertainty and risk that could negatively affect the performance and financial returns of the BV Funds' investments. Furthermore, the business, operating results, financial condition and prospects of many of the BV Funds' portfolio companies would likely be materially and adversely affected, as would the value of the BV Funds' investments in such companies, by

general downward swings in the overall economy or in the technology industry. Additionally, a period of deteriorating general economic conditions could negatively impact the BV Funds' ability to dispose of its portfolio company investments by adversely affecting the market for acquisitions and public offerings. Factors affecting economic conditions, including, for example, inflation rates, industry conditions, competition, technological developments, domestic and worldwide political, military and diplomatic events and trends, tax laws and innumerable other factors, none of which will be within the control of the BV Funds, can substantially and adversely affect the business and prospects of the BV Funds. Changing economic conditions could potentially adversely impact the valuation of portfolio holdings. A major recession or adverse developments in the securities market might have an impact on some or all of the BV Funds' investments. Traditional exit opportunities for funds, such as the BV Funds, have consisted primarily of initial public offerings and acquisitions of portfolio companies by other companies and, in the case of publicly-traded companies, often for stock. The ability of the BV Funds to sell securities and realize investment gains will depend upon favorable market conditions. Initial public offering and merger and acquisition opportunities, including acquisitions by publicly traded companies (including special purpose acquisition companies ("SPACs")) may be limited or non-existent for extended periods of time, whether due to economic, regulatory or other factors. A sustained period of low valuations in the public equity markets and/or lack of investor interest in initial public offerings could result in substantially lower liquidation values and substantially longer periods before liquidity is achieved in comparison with historical values, which would reduce the returns that could be achieved by the BV Funds. In addition, factors specific to a portfolio company may have an adverse effect on the relevant BV Fund's investment in such company.

Force majeure is the term generally used to refer to an event beyond the control of the party claiming that the event has occurred, including acts of God, fire, flood, weather, earthquakes, war, terrorism, pandemics and labor strikes. Force majeure events may adversely affect the ability of the BV Funds, portfolio companies or the parties with whom they do business to perform their respective obligations, under a contract or otherwise. In addition, dealing with any force majeure event will divert Battery Ventures' time and effort, and the cost of repairing or replacing damaged assets could be considerable. Repeated or prolonged service interruptions may result in permanent loss of customers, substantial litigation, or penalties for regulatory or contractual non-compliance. In some cases, project agreements can be terminated if the force majeure event is so catastrophic as to render it incapable of remedy within a reasonable, pre-agreed time period. Force majeure events that are impossible or costly to cure may also have a permanent adverse effect on the BV Funds or portfolio companies, and the BV Funds' potential returns would be diminished as a result.

Terrorist activities, anti-terrorist efforts, armed conflicts involving the U.S. or its interests abroad and natural disasters may adversely affect the U.S., its financial markets and global economies and could prevent the BV Funds from meeting their investment objectives and other obligations. The potential for future terrorist attacks, the national and international response to terrorist attacks, acts of war or hostility and natural disasters have created many economic and political uncertainties in the past and may do so in the future, which may adversely affect the U.S. and world financial

markets and the BV Funds for the short or long-term in ways that cannot presently be predicted.

As part of the response to COVID-19 and related economic disruptions, the Federal Reserve and global central banks, including the European Central Bank, have, in addition to other governmental actions to stabilize markets and seek to encourage economic growth, acted to hold interest rates to low rates. It cannot be predicted with certainty when, or how, these policies will change, but actions by the Federal Reserve and other central bankers may have a significant effect on interest rates and on the U.S. and world economies generally, which in turn may affect the performance of the BV Funds' investments. Further financial or economic crises may result in additional governmental intervention in the markets.

Developments in United States trade policy and diplomatic relations between the United States and other nations may have unforeseen and unexpected consequences on the United States and global economies. As a recent example, the imposition of substantial tariffs on China and other nations by the United States, along with any retaliatory measures by China or such other nations, created periods of increased economic volatility. It is not possible to ascertain the precise impact these events will have on the United States and other economies, the global information technology industry, the BV Funds or their investments from an economic, financial, tax or regulatory perspective, but any such impact could be material and adverse for the BV Funds and their investments.

COVID-19

As of the date of this filing, there is a continuing outbreak of a novel and highly contagious form of coronavirus ("COVID-19"), which the World Health Organization has declared to constitute a pandemic. The outbreak of COVID-19 has resulted in a great number of deaths, adversely impacted global commercial activity and contributed to significant volatility in certain economic markets. The global impact of the outbreak is rapidly evolving, including as additional variants of the virus appear, and many countries have reacted by instituting quarantines, prohibitions on travel and the closure of offices, businesses, schools, retail stores and other public venues. Businesses have also implemented similar precautionary measures. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19 and new variants, have created and could again create significant disruption in supply chains and economic activity and are having a particularly adverse impact on particular industries. The impact of COVID-19 initially led to significant volatility in the global public equity markets and such volatility could return as the pandemic continues and new variants appear. As COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess. The timing for global vaccination efforts will affect countries in which the BV Funds may invest differently over time.

Any public health emergency, including COVID-19 or other existing or new epidemic diseases, or the threat thereof, and the resulting financial and economic market uncertainty could have a significant adverse impact on the BV Funds and their portfolio companies, and could adversely

affect the BV Funds' ability to fulfill its investment objectives. The extent of the impact of any public health emergency on the BV Funds' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted.

Non-US Investments

A significant portion of the BV Funds' capital commitments is expected to be invested in companies that have their principal business office outside of the U.S. Investments in non-U.S. securities involve certain factors not typically associated with investing in U.S. securities, including risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various foreign currencies in which each BV Fund's non-U.S. investments are denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. securities markets; (iii) the absence of uniform accounting, auditing, and financial reporting standards, practices and disclosure requirements, and less government supervision and regulation; (iv) certain economic and political risks, including potential exchange control regulations and restrictions on non-U.S. investment and repatriation of capital, the risks of political, economic, or social instability and the possibility of expropriation or confiscatory taxation; and (v) the possible imposition of non-U.S. taxes on income and gains recognized with respect to such securities. While the GP Entity of each BV Fund intends, where deemed appropriate, to manage each BV Fund in a manner that will minimize exposure to the foregoing risks (although such GP Entity does not in the ordinary course expect to hedge currency risks), there can be no assurance that adverse developments with respect to such risks will not adversely affect the assets of each BV Fund that are held in certain countries. Even those portfolio companies that are organized or that have their principal business office in the US may be exposed to significant non-US risks due to the increasingly global nature of many technology and other emerging growth companies, which may, for example, rely upon international location or outsourcing of research, development, manufacturing or other operations; seek alliances with non-US partners; or seek non-US customers.

Investments in Public Companies

Although the BV Funds intend to make investments primarily in privately-held portfolio companies, the BV Funds may invest a percentage of their capital commitments in public companies and privately-held portfolio companies may become publicly traded following an initial public offering or may be acquired by publicly-traded companies in transactions in which the BV Funds receive securities of such publicly-traded companies. Making and/or holding investments in public companies subjects the BV Funds to risks that differ in type or degree from those involved with investments in privately-held companies. Such risks include, without limitation, greater volatility

in the valuation of such companies, increased obligations to disclose information regarding the BV Funds' investments in such companies, limitations on the ability of the BV Funds to dispose of such securities (or securities of other companies) at certain times (including due to the possession by the Funds or their representatives of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include Battery Ventures personnel, regulatory action by governmental bodies and increased costs associated with each of the aforementioned risks.

Regulated Businesses

Certain companies in which the BV Funds invest may be in regulated industries. Changes in regulations applicable to such companies could have a negative impact on their business and operations. Such companies could also be subject to enforcement or other proceedings relating to their compliance or non-compliance with applicable regulations, which could adversely affect such companies and the BV Funds' investment in those companies. The BV Funds and/or Battery Ventures personnel (including Battery Ventures personnel serving on the boards of directors of such companies) may be required to comply with regulations applicable to such companies or may have a duty to adequately oversee such companies' regulatory compliance and may be subject to enforcement actions or proceedings as a result. In certain cases, a GP Entity may structure a BV Fund's investment in a regulated business differently from the manner in which it might structure a similar investment in a different type of business in order to attempt to reduce the potential impact of the applicable regulatory requirements on such BV Fund, the GP Entity and their affiliates and personnel (e.g., holding non-voting stock rather than voting stock, keeping the BV Fund's economic and/or voting ownership percentage below certain thresholds or declining the opportunity to have a representative serve on the company's board of directors). Further, investments by the BV Funds in portfolio companies that are in regulated industries may require disclosure (to regulators or the public or both) of information regarding Battery Ventures, the GP Entities, the BV Funds and/or their limited partners. The GP Entities may need to obtain additional information from the limited partners in order to satisfy such disclosure requirements.

Cross Liability

Portfolio companies of the BV Funds may, from time to time, engage in activities that could adversely affect the BV Funds or their portfolio companies, including, for instance, as a result of laws and regulations or certain jurisdictions (such as bankruptcy, environmental, consumer protection, and labor or union laws) that may not recognize or permit the segregation of assets and liabilities between separate entities. In addition, certain jurisdictions may allow for recourse against assets that are under common control with, or part of the same economic group as, the entity that has incurred the liability. This may result in the assets of the BV Funds or of portfolio companies being used to satisfy the obligations or liabilities of one or more BV Funds or portfolio companies thereof.

Government Export Controls

The BV Funds' portfolio companies may be subject to U.S. or other export control laws that, among other things, prohibit the shipment of certain products and services to certain countries, governments and/or other persons. Such governmental export controls could negatively impact the BV Funds by impairing the ability of certain portfolio companies to compete in international markets and/or subjecting portfolio companies to liability for violations, including possible civil and criminal penalties. In addition, as a result of such export control laws, certain portfolio companies may be unable to share certain information with persons or entities based on the nationality, jurisdiction of formation, place of business or other status of such person or entity (or its beneficial owners), which could impact the type of information any such portfolio company is able to share with the BV Funds.

Hedging

From time to time, the BV Funds will have investments in public companies, but the shares of such companies held by the BV Funds may be illiquid and/or otherwise not freely tradable. The GP Entities may cause the BV Funds to engage in hedging techniques in an effort to protect the value of such investments until the corresponding shares become liquid and freely tradable, although BV funds historically have generally not engaged in hedging transactions. Such hedging techniques may result in costs for the BV Funds and may limit the potential gains to the BV Funds in the event that the prices for the corresponding shares increase and there can be no assurance any such strategies will be undertaken or, if undertaken, will be effective.

Risks Related to Digital Currencies

The BV Funds may invest a percentage of their capital commitments in digital files representing or associated with stored value (such representation or association, typically referred to as a "token" or "coin") or other digital assets that are cryptographically issued, sold, exchanged and secured on a distributed ledger or blockchain-based system, which may include digital assets: (1) with values related to direct or ancillary relationships to other initiatives, enterprises, organizations or businesses; (2) tied, pegged or otherwise having value correlated in any way with the value of any fiat currency (e.g., "stablecoins" tied to fiat currency, or the U.S. "digital dollar initiative"); (3) characterized as "fan tokens" or similar asset tied, pegged or correlated in some way (including but not limited to value) to the performance of an individual, team, league or other organization; (4) any non-fungible token, fractional non-fungible token, or semi-non-fungible token, or any similar asset that has a value associated with confirming the authenticity or ownership of other assets; and (5) contractual rights, including without limitation investment contracts or other instruments or securities, in respect of any of the foregoing (collectively, "Crypto Assets"). Crypto Asset networks are vulnerable to hacking and malware and many Crypto Asset exchanges have been closed due to fraud, failure or security breaches. In such event, Crypto Assets would likely be adversely affected. Crypto Assets involve a high degree of risk and, in many cases, constitute a speculative investment. As relatively new products and technologies, Crypto Assets have not been widely adopted as a

means of payment for goods and services by major retail and commercial outlets. A significant portion of the demand for Crypto Assets has been generated by speculators and investors seeking to profit from the short or long-term holding of Crypto Assets. The prices of Crypto Assets are often subject to rapid and extreme fluctuations. Several factors affect the price of Crypto Assets, including, but not limited to: supply and demand, investors' expectations with respect to the rate of inflation, interest rates, currency exchange rates or future regulatory measures (if any) that restrict the trading of Crypto Assets or the use of Crypto Assets as a form of payment or other representation of value. There is no assurance that Crypto Assets will achieve or maintain their long-term value in terms of purchasing power in the future, or that acceptance of payments in the form of Crypto Assets by mainstream retail merchants and commercial businesses will grow. A lack of expansion by Crypto Assets into retail and commercial markets, or a contraction of such use, may result in increased volatility, which may adversely affect Crypto Assets.

Crypto Assets may be held in “digital wallets” or “digital vaults”, which require a private digital key or combination of keys for access. Loss of a key associated with a “digital wallet” or “digital vault” would result in a loss of the Crypto Asset. Unauthorized access to “digital wallets” or “digital vaults” is another risk. Additionally, professional third-party custodians that are qualified, capable and/or permitted to hold and take custody of Crypto Assets on behalf of the BV Funds are currently limited. Under the governing documents of the BV Funds, the BV Funds will not be permitted to distribute Crypto Assets in kind to the limited partners without the prior consent of the BV Funds' Advisory Committees. In the event the BV Funds were to distribute Crypto Assets to the limited partners, the risks associated with ownership of such distributed Crypto Assets will be borne solely by the limited partners, and limited partners will be responsible for dealing with any requirements to dispose of such distributed Crypto Assets.

As Crypto Assets have grown in popularity, certain U.S. and non-U.S. regulatory agencies exerted authority over Crypto Assets and the operations of their networks. To the extent that a particular Crypto Asset is determined to be a security, commodity future or other regulated asset, to the extent that a U.S. or non-U.S. government or quasi-governmental agency exerts regulatory authority over a particular Crypto Asset, or if it becomes illegal, now or in the future, to own, hold, sell or use Crypto Assets in one or more countries or other jurisdictions, including the United States, Crypto Assets may be adversely affected. Regulation of the Crypto Assets sector is likely to increase. The IRS has issued a Notice providing that certain Crypto Assets are treated as property for U.S. federal income tax purposes, but little other guidance has been provided. The taxation of Crypto Assets is similarly uncertain and continuously evolving in many other jurisdictions.

Crypto Assets are often difficult to value given the nature of the exchanges or other forums on which Crypto Assets are traded. Traditional venture capital and private equity valuation methodologies do not necessarily apply easily to Crypto Assets. Trading infrastructure for buying and selling Crypto Assets is still developing and differs in many ways from trading in traditional equity securities of publicly traded companies. In many cases, there will be no clear primary market for a particular Crypto Asset and pricing will be less transparent compared to traditional public

equity markets. Such factors impact the GP Entities' ability to value Crypto Assets and also may make it harder to achieve "best execution" for trading in Crypto Assets. Coin or token offerings often do not include the same rights associated with traditional equity securities. Coin or token offerings are subject to significant regulatory uncertainty regarding securities and other laws. To the extent that a BV Fund participates in a coin or token offering or other acquisition of Crypto Assets that is later determined by regulatory authorities to violate applicable laws, rules or regulations, the value of such BV Fund's interest in the applicable Crypto Asset would likely be adversely affected, including to the extent that compliance with and/or enforcement of applicable laws, rules and/or regulations would disrupt the proposed business development and growth trajectory of the issuer of the coin offering or other Crypto Asset.

Certain companies have used "coin-offerings" to raise capital in lieu of traditional equity financings. To the extent that more companies adopt this approach, BV Funds may not have access to what otherwise might have been attractive traditional venture capital investment opportunities, and the amount that a particular BV Fund might otherwise have invested in Crypto Assets may increase as a result.

The technology underlying Crypto Assets is, in many cases, new and unproven. Technological failures with respect to a Crypto Asset or trading platform could lead to a diminution in the value of a BV Fund's investment in one or more Crypto Assets. The GP Entities make no guarantees about the reliability of the technology used to create, issue, or transmit Crypto Assets held by the BV Funds. Third parties may assert intellectual property claims relating to the operation of digital currencies and their source code relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the ability of end-users to hold and transfer Crypto Assets would likely adversely affect an investment in a BV Fund. The technology of Crypto Assets is a new and untested technology. In addition to the risks discussed herein, there are other risks associated with investing in Crypto Assets, including unanticipated risks. Such risks are expected to further materialize as unanticipated variations or combinations of the risks discussed herein.

Portfolio Company Bankruptcy

The BV Funds may make investments in portfolio companies that may experience financial difficulties and become insolvent or file for bankruptcy protection. There are a number of risks inherent in the bankruptcy process, including, for example, the effects of litigation between the creditors and debtor, the duration of the bankruptcy proceedings and the tangible and intangible costs to the portfolio company. Further, various U.S. federal and state and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of the BV Funds. There is also a risk that a court may require a BV Fund to return amounts previously paid to such BV Fund by a portfolio company that has become insolvent or filed for bankruptcy, a risk that could increase if the BV Funds, either individually or collectively, have management rights with respect to or otherwise exercise a controlling influence over such portfolio company.

Litigation Risks

The BV Funds are subject to a variety of litigation risks, particularly due to the substantial likelihood that one or more portfolio companies will face financial or other difficulties. The BV Funds may also participate in portfolio company financings at implicit valuations lower than valuations implicit in preceding rounds of financing. There may also be disputes related to escrow amounts payable in connection with an investment or an exit of an investment. Legal disputes involving one or more of the BV Funds or the GP Entities and their affiliates may arise from the foregoing activities (or any other activities relating to the operation of the BV Funds or the GP Entities and their affiliates) and could have a significant adverse effect on the BV Funds.

Battery Ventures reviews many investment opportunities for its funds that do not result in an investment by the BV Funds. The BV Funds and the GP Entities may also face litigation (or otherwise become involved in legal proceedings, e.g., as the recipient of a third party subpoena) with respect to companies that were considered for investment by the BV Funds (and with respect to which the BV Funds or the GP Entities may have received information), but in which the BV Funds did not ultimately invest. This may result in costs or other liabilities for the BV Funds even though the BV Funds will not benefit from any investment in such company.

Dependence on the Management Team

The BV Funds will be dependent on the activities of the managing members of the GP Entities (“Managing Members”). The limited partners will be relying on the management expertise of the Managing Members in identifying, acquiring, administering and disposing of the BV Funds’ investments. Past investment performance by the Managing Members provides no assurance of future results. Additionally, while each prospective investment (other than those investments classified by Battery Ventures as “Seed/Other” investments) made by a BV Fund will be reviewed by an investment committee consisting of multiple senior investment professionals, the deal lead for a prospective portfolio company generally has ultimate investment authority with respect to a BV Fund’s investment in such prospective portfolio company (including follow-on investments), and is not required to follow the recommendations of the investment committee.

The loss of any individual Managing Member could have a material, adverse effect on the BV Funds. Additional members may be admitted to the GP Entities (or their affiliates) following each BV Funds’ initial closing, and the limited partners will have no power to prevent any specific person from being admitted to the GP Entities (or their affiliates) as a member or partner thereof, as applicable. If for any reason the Managing Members should cease to be involved in the investment management of the BV Funds, suitable replacements may be difficult to obtain, with the result that the performance of the BV Funds may be adversely affected.

Other Activities

The members of the management team and their affiliates will devote only such portion of their time to the affairs of the BV Funds as they consider appropriate in their respective judgment to

manage effectively the affairs of the BV Funds. Other activities of affiliates of the GP Entities with which such personnel are associated, or with which they may become associated in the future, may require them to devote substantial amounts of their time to matters unrelated to the business of the BV Funds.

Legal, Tax and Regulatory Risks; Government Filings; FIRRMA and Other Non-U.S. National Security and Clearance Regulations

Legal, tax, and regulatory changes could occur during the term of the BV Funds that may adversely affect the BV Funds, their portfolio companies, or their investors. The BV Funds may not be permitted to, or be able to, make adjustments in their structure or investment program in order to adapt to such changes. In certain BV Funds, the GP Entity will have the exclusive right and authority (within limitations set forth in the respective limited partnership agreement) to determine the manner in which the BV Fund responds to such changes, and limited partners have no right to withdraw from the BV Fund or to demand specific modification to the BV Fund's operations in consequence thereof. For example, changes in laws and regulations applicable to taxation of carried interest may result in certain types of investments and/or investment returns being treated differently and accordingly may influence the GP Entities' decisions as to how to best structure the investment profiles of the BV Funds. The BV Funds may have limited legal recourse in the event of a dispute, and remedies might have to be pursued in the courts of a variety of countries. There can be no assurance that regulations promulgated in countries where the BV Funds' invest will not adversely affect the BV Funds or their respective portfolio investments.

Certain investments by the BV Funds are expected to require filings with government agencies. In some cases, this may be the result of the applicable company being a regulated business as described above. In other cases, this may be the result of the nature or size of the investment itself. For example, certain investments by the BV Funds are required to make filings under the Hart–Scott–Rodino Antitrust Improvements Act of 1976 (“HSR”), based in part on the aggregate amount of capital invested by a BV Fund in a particular company. Government filings in connection with investments such as HSR filings would result in additional costs being incurred by the applicable funds and may result in delays in closing certain investments or ultimately preclude the BV Funds from consummating certain investments. Such filings may also require disclosure of confidential information regarding the BV Funds and their investments to government agencies. Failure to make a filing with a government agency, or failure to do so on a timely basis, may lead to additional costs, penalties, delays and other consequences.

On August 13, 2018, the President of the United States signed into law the Foreign Investment Risk Review Modernization Act (“FIRRMA”), which among other things, expanded the jurisdiction of the Committee on Foreign Investment in the United States (“CFIUS”) beyond transactions involving control of U.S. businesses by foreign persons to include new categories of covered transactions involving foreign persons and authorized for certain CFIUS filings to be mandatory. CFIUS has the authority to impose restrictions on (or to prohibit) transactions that are subject to its jurisdiction. On January 13, 2020, the U.S. Department of the Treasury issued final regulations that

implement most of FIRRMA (the “Final Rules”). Under the Final Rules, which went into effect on February 13, 2020, CFIUS can now review certain non-control investments in U.S. businesses (within the meaning of FIRRMA) that: (i) are involved with certain “critical technologies” based on their status under certain U.S. export and control licensing requirements specified in the Final Rules, (ii) own, operate, manufacture or supply or provide services to certain “critical infrastructure” or (iii) collect or maintain certain “sensitive personal data” (each, as defined in the Final Rules), in each case, if such investments afford direct or indirect foreign investors with certain information or other rights. In the case of such “critical technology” investments and certain of such “critical infrastructure” and “sensitive personal data” investments, the Final Rules mandate that CFIUS filings be made with respect to such transactions. Parties that fail to make a required CFIUS filing can be compelled to divest their investment in the applicable company and may be subject to civil penalties (up to the value of the transaction).

There are several aspects of FIRRMA and the Final Rules that would benefit from greater clarity and regulatory guidance. Until such regulatory guidance is available and the remainder of the implementing regulations for FIRRMA are established (which regulations, among other things, are expected to expand “critical technologies” to include additional “emerging and foundational technologies”), the full scope of FIRRMA and the Final Rules and their potential impact on the BV Funds and their investment activities will continue to evolve.

One or more investments of the BV Funds could require the BV Funds or related parties to make a mandatory CFIUS filing, including as a result of an investment in the same company by another BV Fund. The GP Entities may be required to gather additional information from some or all of the limited partners (including information with respect to their beneficial owners) in order to make such filings. In addition, the time required to prepare such filings and for CFIUS to review a transaction could delay the closing of a transaction and will result in additional cost and expense to the BV Funds. Moreover, there can be no assurances that the relevant company will be able to provide sufficient diligence materials to the BV Funds without increasing the risk of a CFIUS filing or that the BV Funds will be able to proceed with any such investment on terms acceptable to the BV Funds and the relevant company (including, without limitation, if the BV Funds are not able to accept a seat on the board of directors of, or have access to, certain information about, such company). Even if a CFIUS filing is not required, one or more investments by the BV Funds could be subject to CFIUS review, which could have an adverse effect on the BV Funds’ ability to make (or continue to hold) such investments. To the extent that an investment by the BV Funds are subject to CFIUS filings or CFIUS review, there can be no assurances that the relevant company will not prefer to transact with other investors that would not subject a proposed transaction to CFIUS filings and review, potentiality putting the BV Funds at a competitive disadvantage when competing for investments.

Certain of the limited partners are expected to be non-U.S. investors. In particular, to the extent that any such non-U.S. investors are affiliated with or related to non-U.S. governments or are domiciled in a country of “special concern” (a term to be defined by future FIRRMA regulations), and/or to

the extent that non-U.S. investors in the aggregate comprise a substantial portion of the BV Funds' capital commitments, there may be an increased risk that a BV Fund investment is subject to a CFIUS filing (or other regulatory burden) and/or review and that limitations or restrictions will be imposed by CFIUS (including prohibiting the transaction altogether). In addition, Battery Ventures has international offices and non-U.S. persons associated with Battery Ventures serve as Managing Members, hold interests as partners of the GP Entities or otherwise have direct or indirect economic interests in the BV Funds. Similar CFIUS filing and transaction review risks could exist as a result of such roles and interests of non-U.S. persons associated with Battery Ventures. Battery Ventures may (but is not required to) alter its regular investment processes and procedures, including the identification of persons to serve on portfolio company boards of directors, in order to attempt to reduce such CFIUS-related risks.

While the GP Entities attempt to structure the BV Funds and the rights of the limited partners with respect to the BV Funds such that non-U.S. person participation in the BV Funds as limited partners (including as members of the Advisory Committee) will not subject the BV Funds to the expanded jurisdiction of CFIUS resulting from FIRRMA, there can be no assurance that such attempt will be successful. In order to attempt to avoid or reduce the risk of CFIUS-related burdens, including CFIUS filings, or to attempt to avoid or reduce the risk of any restrictions or limitations that could be imposed on any such investment by CFIUS (including prohibiting the transaction altogether) as a result of the participation in the BV Funds by limited partners that are considered to be foreign persons for purposes of FIRRMA, the GP Entities may take certain additional actions under the governing documents, which may include, without limitation, (i) requiring the withdrawal of one or more limited partners from the BV Funds, (ii) restricting the right of the representative of one or more limited partners to participate in or vote on decisions of the Advisory Committee with respect to certain matters, (iii) restricting one or more limited partners' access to certain information relating to the BV Funds and their investments and/or (iv) amending the governing documents. Without limiting the generality of the foregoing, limited partners will not have access to material non-public technical information (as defined under FIRRMA) regarding the BV Funds' portfolio companies. However, the GP Entities are not obligated to take action to avoid or reduce the risk of CFIUS-related burdens (including the need to make a CFIUS filing) or to avoid or reduce the risk of any restrictions or limitations that could be imposed on any investment by CFIUS (including in the event such risk arises from non-U.S. persons associated with Battery Ventures serving as Managing Members, holding interests as partners of the GP Entities or otherwise having a direct or indirect interest in the BV Funds)), and there can be no assurance that any actions taken by the GP Entities or restrictions implemented will allow the BV Funds to proceed with a particular investment on desirable terms or avoid CFIUS-related burdens (including the need to make a CFIUS filing) with respect to any particular investment.

FIRRMA and the Final Rules may also make it more difficult for portfolio companies of the BV Funds to raise capital from or be acquired by foreign persons and may increase the cost and complexity of such transactions, all of which may impact the value, development, and/or prospects of certain portfolio companies, and/or the BV Funds' potential exit opportunities from investments

in such portfolio companies. In addition, other countries have implemented or are in various stages of implementing regulations in order to address similar concerns with respect to foreign investment in such countries. Such non-U.S. national security/investment clearance regulations could present similar or other issues for a BV Fund in respect of its investment activities in such jurisdictions and could negatively impact the BV Funds and their investment activities and the limited partners.

Risks Arising from Provision of Managerial Assistance

The BV Funds will seek to structure their investments so that they will each be a “venture capital operating company” within the meaning of regulations promulgated under ERISA, although there is no guarantee the BV Funds will be able to do so. This requires that the BV Funds obtain rights to participate substantially in and to influence the conduct of the management of a majority of each BV Fund’s portfolio companies.

The BV Funds will seek the right to designate directors to serve on the boards of directors of portfolio companies. The designation of directors and other measures contemplated could expose the assets of the BV Funds to claims by a portfolio company, its security-holders, and its creditors. While the GP Entities intend to manage the BV Funds in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Indemnification

Each BV Fund will be required to indemnify their respective GP Entity, Battery Management LLC, their affiliates, and each of their respective members, officers, directors, employees, shareholders, partners, and certain other persons who serve at the request of the GP Entity or Battery Management LLC on behalf of each BV Fund for liabilities incurred in connection with the affairs of such BV Fund. Members of the Advisory Committee will also be entitled to the benefit of certain indemnification and exculpation provisions as set forth in each limited partnership agreement. Such liabilities may be material. For example, in their capacity as directors of portfolio companies, the partners, managers, or affiliates of each GP Entity may be subject to derivative or other similar claims brought by security holders of such companies. The indemnification obligation of each BV Fund would be payable from the assets of such BV Fund, including the unpaid capital commitments of the investors. If the assets of a BV Fund are insufficient, the GP Entity of each such BV Fund may recall distributions previously made to the investors, subject to certain limitations set forth in the limited partnership agreement of each such BV Fund.

Item 9 – Disciplinary Information

Not applicable.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Battery Management Corp. nor any of its management persons are registered, or have an application pending to register, as a (a) broker-dealer or a registered representative of a broker-dealer, or (b) futures commission merchant, commodity pool operator, a commodity trading

advisor, or an associated person of the foregoing entities.

Affiliated General Partners

The GP Entities are affiliates of Battery Management Corp. Pursuant to Advisory Agreement between Battery Management Corp., Battery Management LLC, the GP Entities and the BV Funds, Battery Management Corp. provides investment advisory services to the BV Funds.

Other Advisers

Battery Management Corp. provided capital to fund the formation and initial operation of Battery Global Advisors (“BGA”) and certain indirect owners of Battery Management Corp., collectively, continue to own a material portion of the equity interests in BGA. BGA provides investment advisory services to family office clients and to private funds. BGA currently sub-leases office space from Battery Management Corp. and has entered into a Services Agreement with Battery Management Corp. pursuant to which Battery Management Corp. provides certain technology and infrastructure support to BGA. In addition, BGA personnel interact with Battery Management Corp. personnel in a variety of contexts. Battery Management Corp. recognizes that these arrangements and interactions may create the potential for conflicts of interest between Battery Management Corp., its personnel, or its clients, on the one hand, and BGA, its personnel, or its clients, on the other hand. Accordingly, Battery Management Corp. has established certain policies and procedures to limit such conflicts of interests and to identify and resolve in the favor of its clients any actual conflicts of interest that may arise. Among other things, these policies and procedures are designed to ensure that Battery Management Corp.’s investment decisions and recommendations for clients are made independently from BGA and to control the sharing of information between Battery Management Corp. and BGA.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Battery Ventures has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to, among other things, restrictions on personal securities trading, pre-clearance of certain personal securities transactions and requirements for reporting of personal securities transactions and holdings. All supervised persons at Battery Ventures must acknowledge the terms of the Code of Ethics annually, and the provisions apply to such supervised persons as well as accounts over which they have beneficial ownership (which includes accounts of certain family and household members). The Code of Ethics includes penalties for violations and requires reporting of violations. The Code of Ethics is designed to allow Battery Ventures to monitor and prevent potential conflicts of interest arising from personal securities trading activities. Battery Ventures will provide a copy of its Code of Ethics to any investor or prospective investor upon request.

Below is a summary of material conflicts that arise in connection with the participation or interest of Battery Ventures and its affiliates and personnel in client transactions, including participation

through an investment in the BIP Funds and an interest arising from serving as a director or in another role with respect to the issuer of securities held by a BV Fund. For a more complete description of the potential conflicts of interest relating to a particular BV Fund please refer to the offering memorandum for such BV Fund.

Battery Ventures may on occasion engage in principal transactions subject to compliance with Section 206(3) of the Advisers Act. A principal transaction is defined as a transaction where an investment adviser sells a security to, or purchases a security from, a BV Fund while acting as principal for its own account. In this context, principal accounts may include accounts of Battery Ventures, personal accounts of supervised persons, and accounts of the BIP Funds.

Battery Ventures does not have an affiliated broker-dealer and therefore does not engage in agency cross-trading transactions. An agency cross-trading transaction is defined as a transaction where the investment adviser affects the sale or purchase of a security for a client while acting as broker for a person other than the client.

Occasionally, and under certain limited circumstances, one or more BV Funds may engage in internal cross-trading transactions. Battery Ventures does not receive any compensation in addition to its regular advisory fees and is not deemed to be a broker for purposes of Section 206(3) of the Advisers Act, in connection with any such transactions. An internal cross-trading transaction is defined as a transaction where the investment adviser affects a transaction between two or more of its funds and may entail a conflict of interest because the adviser acts for both funds and may have an incentive to improve the performance of one fund by selling an underperforming asset to another for example, to earn fees and/or improve its performance allocation. Furthermore, certain investment-related decisions such as how to allocate new or follow-on investment opportunities between two or more funds, who should bear certain expenses and whether to permit limited partners or third parties to co-invest alongside the funds may also present potential conflicts of interests. Battery Ventures recognizes its fiduciary duties and has a policy of treating all BV Funds and other clients fairly and equitably and has adopted written policies and procedures designed to comply with its duties.

In the case of all conflicts of interest Battery Ventures determines which factors are relevant, and how to mitigate and resolve such conflicts, using its best judgment, but in its sole discretion. In resolving conflicts, Battery Ventures may consider various factors, including the interests of the applicable BV Funds with respect to the immediate issue and/or with respect to their longer-term courses of dealing and may consult with the Advisory Committee for the applicable BV Funds.

More detailed procedures for resolving specific conflicts of interest are set forth in the offering memorandum and organizational documents of the applicable BV Fund, and certain additional conflicts are disclosed elsewhere in this brochure.

Item 12 – Brokerage Practices

Battery Ventures selects brokers for the BV Funds based on several factors, including, but not

limited to, the size and type of transaction, the markets for securities to be purchased or sold, execution, efficiency, settlement capability, financial condition of the broker-dealer, the quality of the broker-dealer's trade execution on a continuing basis, and the reasonableness of brokerage commissions.

Battery Ventures will attempt to achieve the best overall price for the BV Funds, however, the lowest possible commission cost is not necessarily sought as it may not result in the best quality execution of transactions for the benefit of the BV Funds.

A "soft dollar" arrangement is an arrangement whereby an investment adviser directs client brokerage, or pays higher commissions, to a particular broker-dealer in return for research or other services from such broker-dealer. Battery Ventures currently does not have any formal or informal soft dollar arrangements by which it receives research or brokerage products or services. Battery Ventures may, however, receive proprietary research and certain other limited benefits from broker-dealers as an incident of doing business with such broker-dealers, but only where (i) there is no arrangement to direct a specific amount of commission business to such broker-dealers in exchange for such items and (ii) Battery Ventures does not "pay up" for such items in the form of higher commissions on BV Fund trades.

It is Battery Ventures' policy not to enter into directed brokerage arrangements. A "directed brokerage" arrangement is an arrangement whereby a client of an investment adviser instructs the adviser to direct a portion of its brokerage transactions to a particular broker-dealer.

Battery Ventures may aggregate client trades when such aggregation is expected to be in the best interest of all participating BV Funds. This may occur for instance, when the same public security is held by multiple funds.

Item 13 – Review of Accounts

Battery Ventures conducts quarterly portfolio reviews of each active investment across all the BV Funds. With respect to each portfolio company, the review is conducted by members of senior management, the investment professional who is primarily responsible for that portfolio company and other investment professionals who are part of the same practice group. The quarterly portfolio reviews contribute to the quarter-end valuation of each BV Fund's assets.

Investors in the BV Funds receive annual audited financial statements. Battery Ventures also provides quarterly reports to investors in the BV Funds (except the BIP Funds). The quarterly reports provide summary financial and performance information, an overview of the portfolio and a brief description of each active portfolio company held by the applicable BV Fund. Finally, Battery Ventures holds an annual investor meeting (either in person or by telephone) to review each BV Fund's performance and provide further analysis of BV Fund portfolios and the investing environment.

Item 14 – Client Referrals and Other Compensation

Not applicable.

Item 15 – Custody

Each BV Fund will be audited on an annual basis by an independent auditor and audited financial statements will be provided to all investors in each BV Fund within 120 days of such BV Fund's fiscal year end.

Item 16 – Investment Discretion

The GP Entities provide discretionary investment management services to the BV Funds subject to and in accordance with any investment guidelines and restrictions set out in the operating documents of the applicable BV Fund. Battery Management Corp. provides investment advisory services to the BV Funds, pursuant to the Advisory Agreements between Battery Management Corp., Battery Management LLC, the BV Funds and the GP Entities.

Item 17 – Voting Client Securities

Battery Ventures is an active, engaged investor on behalf of the BV Funds and is often represented on the boards of directors of the portfolio companies. Because of this active role, Battery Ventures typically reviews and votes on public company proxy and private company shareholder consent matters on a case-by-case basis. In furtherance of the foregoing, it is Battery Ventures' policy to (i) stay apprised of developments that affect the portfolio companies, (ii) carefully review matters submitted to the BV Funds for a vote as holders of portfolio company securities, and (iii) vote on those matters on a case-by-case basis in a manner that Battery Ventures believes is in the best interests of the applicable BV Fund. The Battery Ventures investment professional who serves as a board member of the particular portfolio company in question is generally responsible, absent a conflict of interest, for deciding what is in the best interest of the applicable BV Fund when determining how proxies and shareholder consents should be voted based on all the facts and circumstances known at that time. For these purposes, what is in the best interest of a BV Fund is defined primarily with reference to the impact that the issue being voted upon may have on the economic value of the relevant BV Fund's holdings, considering the relevant BV Fund's investment horizon, and all other relevant facts and circumstances at the time of the vote. Battery Ventures believes that this type of an individualized review of a proposed proxy or shareholder consent matter is preferable to the establishment of specific voting guidelines.

In connection with each proxy and shareholder consent, Battery Ventures will identify any potential conflicts of interest and inform and seek the guidance of the Chief Compliance Officer. In instances where a conflict of interest exists and is not able to be resolved, Battery Ventures may abstain from voting the proxy or shareholder consent.

Note that, although Battery Ventures applies the policy described above to both public company proxies and private company shareholder consents, it treats them differently from a record-keeping

perspective. Battery Ventures maintains records regarding the way it (i) administers its Proxy Voting Policy, and (ii) votes public company proxies (but not private company shareholder consents) for the BV Funds. An investor may obtain additional information regarding the Proxy Voting Policy, as well as information regarding how public company proxies were voted on behalf of a BV Fund by sending a request to:

Battery Management Corp.
One Marina Park Drive, 11th Floor Boston, MA 02210
Attn: Chief Compliance Officer
Fax: 617-948-3601

Item 18 – Financial Information

Not applicable.

Item 19 – Requirements for State-Registered Advisers

Not applicable.