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Part 2A of Form ADV: Firm Brochure
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This brochure provides information about the qualifications and business practices of Passport Capital, LLC, an investment adviser registered with the SEC (as defined below), and Nimble Partners, LLC, a related investment adviser relying on such registration. Passport Capital, LLC and Nimble Partners, LLC are collectively referred to in this brochure as the “Adviser” unless the context otherwise requires. If you have any questions about the contents of this brochure, please contact the Adviser at (415) 321-4600. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about the Adviser is also available on the SEC’s website at www.adviserinfo.sec.gov.

An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

This brochure is for informational purposes only. It does not convey an offer to sell or the solicitation of an offer to purchase any security.

Item 2 – Material Changes

Item 2 is not applicable to the Adviser.

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Item 4 – Advisory Business

Passport Capital, LLC (“Passport”) is a global investment firm founded by John H. Burbank, III that has managed client assets since 2000. In 2020, Mr. Burbank partnered with Ken Wallace to launch Nimble Partners, LLC (“Nimble”). Mr. Burbank and Mr. Wallace are the principal officers of Nimble. Nimble facilitates direct investments in certain operating companies with technology-enabled business models (“Portfolio Companies”), which comprise the majority of its portfolios. Nimble also facilitates investments in venture capital funds and similar pooled investment vehicles (“Underlying Funds”), which in turn invest in Portfolio Companies. The Underlying Funds are generally advised by third-party investment managers (“Portfolio Managers”). Passport and Nimble share office space, and the Adviser employs 12 full-time employees.

The Adviser’s business consists of serving as the investment manager of privately offered pooled investment vehicles (each individually, a “Fund” or “Client” and collectively, the “Funds” or “Clients”). Investment in the Funds is reserved for sophisticated investors meeting certain eligibility requirements. Each Fund is generally governed by an operating agreement (each, an “Operating Agreement”) and an investment management agreement (each, an “IMA”) with terms of investment described in a private placement memorandum (each, a “PPM,” and collectively with the corresponding Operating Agreement, IMA and the Fund’s applicable form of subscription agreement, the “Fund Documents”). Acting in its capacity as investment manager of the Funds, the Adviser evaluates, facilitates and disposes of investments on their behalf.

The Adviser tailors its services to each Fund in accordance with the Fund’s mandate, investment objectives and investment strategies, as set forth in the relevant Fund Documents. Subject to the relevant Fund Documents, there are no material restrictions on the types of investments or strategies that the Adviser may employ for a particular Fund.

The Adviser does not participate in any wrap fee programs.

As of December 31, 2023, the Adviser managed approximately \$276,500,000 for the Funds, all of which is managed on a discretionary basis.

Item 5 – Fees and Compensation

Each Fund is generally subject to a management fee of up to 1.5% with respect to either assets under management or committed capital, as applicable (each, a “Management Fee”). Management Fees are generally calculated and payable quarterly. A Management Fee payment will generally be deducted from Client assets, although it may also be invoiced. Subject to the relevant Fund Documents, the calculation and payment of a Fund’s Management Fee generally will be pro-rated for any partial periods, and any Management Fee prepaid to the Adviser and not subsequently earned through continuing management services will be refunded. Certain special purpose vehicles managed by the Adviser do not charge a Management Fee and instead are subject to a one-time administrative fee for audit, administrative and other expenses. A detailed description of any specific Management Fee calculation and payment procedures applying to each Fund is outlined in the relevant Fund Documents.

As discussed further in Item 6 below, each Fund is also subject to a performance-based fee (each, a “Performance Fee”) payable to the Adviser, whether directly or through an affiliated entity.

Subject to the relevant Fund Documents, a Fund may bear or reimburse the Adviser (or an affiliate) for payment of all costs and expenses relating to the Fund’s activities, investments and business (to the extent not borne or reimbursed by a Portfolio Company or Underlying Fund), including, but not limited to: (a) the Management Fee; (b) due diligence expenses (*e.g.*, consulting, legal, appraisal, third-party research, travel and entertainment (including airfare, meals and lodging) and other costs); (c) “broken deal” expenses; (d) its *pro rata* share of the organizational and operational expenses of the Portfolio Managers, Underlying Funds, other entities through which the Fund invests in Portfolio Company opportunities and/or the sponsors of such entities (which may include, without limitation, both management fees based on the value of the Fund’s assets allocated to such Portfolio Managers or sponsors and performance compensation based on profits generated by such Portfolio Managers, Underlying Funds, other entities and the sponsors of such entities); (e) brokerage commissions and other execution and transaction costs; (f) exchange, clearing and settlement charges; (g) appraisal fees and expenses; (h) investment banking fees and expenses; (i) custody fees; (j) regulatory, licensing, filing or registration fees; (k) premiums for insurance coverage for the Fund, any associated feeder funds, members of the Adviser and partners of the Adviser against liabilities which may become owed to third parties; (l) legal, tax, accounting, administrative and consulting fees and expenses (including, without limitation, fees and expenses of the Administrator and legal fees and expenses incurred in connection with direct Portfolio Company investments and negotiations with Portfolio Managers and Underlying Funds); (m) costs and expenses of third party valuation firms; (n) costs of any litigation or investigation involving Fund activities; (o) expenses incurred in obtaining, maintaining or performing systems, research and other information, including information service subscriptions, used in the Fund’s investment program; (p) expenses of an Advisory Committee (where applicable, as defined in the relevant

Fund Documents); (q) taxes, fees or other governmental charges levied against the Fund or on its respective income or assets or in connection with its business or operations, unless otherwise borne or properly imposed upon a Fund investor; (r) the costs of winding up and liquidating the Fund; (s) the costs and expenses of the Adviser in serving as the “partnership representative” within the meaning of Section 6223 of the Internal Revenue Code of 1986, as amended (and partnership audit procedures and provisions of state, local, or foreign law); (t) the costs of maintaining any associated feeder funds, as the Adviser may determine; and (u) all other charges, costs and expenses incurred in connection with the business or other activities of the Fund or any associated feeder funds that are not Ordinary Operating Expenses (where applicable, as defined in the relevant Fund Documents) or ordinary operating expenses of any associated feeder funds.

As discussed above, the Funds are subject to any brokerage and other transaction costs. Please see Item 12 for below further discussion of the Adviser’s brokerage practices.

The Adviser and its affiliates have entered, and may subsequently enter, into agreements with one or more Fund investors that provide such investors with additional and/or different rights than those provided under the relevant Fund Documents (“Side Letters”). Such rights may include, without limitation, rights to different expenses, Management Fees, Performance Fees (including waivers or rebates of the Management Fees and Performance Fees), notice provisions, tax undertakings, access to information, waiver by the Fund of all or a portion of an investor’s obligation to contribute capital, a determination by the Fund to accept a late contribution without declaring an investor to be in default and capacity rights. Except as may be otherwise required by applicable law or regulation, the Adviser is not required to notify any other investor of any such Side Letters or their contents, nor is the Adviser be required to offer such rights to any other investor.

Neither the Adviser nor any of its supervised persons accepts asset-based sales charges, service fees or other compensation for the sale of securities or other investment products.

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

The Adviser charges a Performance Fee of up to 20% in respect of each Fund, as discussed in Item 5 above. Subject to the relevant Fund Documents, Performance Fees will generally be payable by a Fund at the end of a calendar year, when an investor withdraws or redeems from the Fund or at the termination of the Fund. A detailed description of the specific Performance Fee calculation and payment procedures applying to each Fund is outlined in the relevant Fund Documents. A Fund's general partner, board of directors or investment manager, as applicable, may waive or reduce the Performance Fee in respect of any investor at its discretion.

Performance Fee arrangements may create a conflict of interest by potentially incentivizing the Adviser to favor a Fund paying relatively higher Performance Fees over one or more other Funds that may pay relatively lower Performance Fees or none at all. Such arrangements may also create incentives for the Adviser to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Please see Item 11 below for further discussion of certain conflicts that may arise in the course of the Adviser's management of multiple Funds. The Adviser has developed and implemented policies and procedures, including allocation procedures, to ensure that, over time, the Funds are treated equitably and fairly and that these incentives do not improperly influence the allocation of investment opportunities. In some cases, the Adviser may deem it appropriate for multiple Funds to invest on a "side-by-side" basis in a particular security or issuer. However, in other cases, the Adviser may deem "side-by-side" investment inappropriate based on the mandates, objectives, strategies and other circumstances of the respective Funds. Accordingly, there can be no guarantee that a particular Fund will participate in a particular investment opportunity identified by the Adviser.

Item 7 – Types of Clients

The Adviser's clients are comprised of the Funds, which are pooled investment vehicles. In the future, the Adviser may provide investment advice to other clients, including other funds or separately managed accounts.

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

Methods of Analysis and Investment Strategies

The Adviser employs a variety of investment strategies across various products. The Adviser's primary strategic focus is on the direction of privately negotiated investments in Portfolio Companies and Underlying Funds. Direct investments in Portfolio Companies may be made through special purpose or similar vehicles established to invest in one or more Portfolio Companies. The Adviser retains broad and flexible investment authority with respect to its management of the Funds. The Funds' direct and indirect investments may at any time include common stocks, preferred stocks, stock warrants and rights, debt, bonds, convertible securities, fixed-income securities, digital assets and other investments, assets or property selected by the Adviser. The Adviser may also conduct various cash management activities on behalf of the Funds utilizing a wide variety of financial instruments.

In addition to the methods and strategies discussed above, Passport advises a limited number of legacy vehicles (the "Legacy Vehicles") that are closed to new investors. The methods of analysis and investment strategies employed with respect to the Legacy Vehicles are described in more detail in the relevant Fund Documents.

Risk of Loss

An investment with the Adviser involves substantial risks that should be considered carefully. In addition to certain risk factors outlined below, additional risk factors associated with investment in a particular Fund will be set forth in the relevant Fund Documents. The risk factors described in this brochure and in the Fund Documents are not exhaustive, and prospective investors are encouraged to consider additional risk factors applicable to their prospective investment. There can be no assurance that any Fund will achieve its investment objectives or avoid substantial or total losses. In addition to reviewing the Fund Documents, prospective investors are encouraged to consult with their own legal, investment, tax and other advisers in order to determine whether investment in a particular Fund is appropriate for them.

Reliance on the Adviser. The Funds have limited operating histories. There can be no assurance that the Funds will achieve their investment and risk management objectives. The past investment performance of the Adviser and its respective employees and affiliates may not be indicative of the future results of an investment in any Fund. The success of a Fund's investment strategy will depend on the management, skill and acumen of the Adviser's employees and affiliates. There can be no assurance that a particular member of the investment management team will remain employed by the Adviser.

No Input in Fund Affairs. Investors in the Funds will have no right to take part in the conduct, management, operation or control of a Fund or any Fund's business. Investors will have extremely limited voting rights. There exists broad discretion to expand, revise, or contract a Fund's business

without the consent of the investors. Any decision to engage in a new activity could result in the exposure of a Fund's capital to additional risks, which may be substantial. Additionally, investors generally have no right to obtain information about a Fund's current investments or strategies. If the Adviser, in its sole discretion, grants an investor access to such information, such access may be subject to strict confidentiality provisions.

Investment and Trading Risks in General. All investments risk the loss of capital. The Adviser believes that the Funds' investment programs and research techniques attempt to moderate this risk to a certain degree through a selection of securities and risk management techniques. No guarantee or representation, however, is made that any Fund's program will be successful, and investment results may vary substantially over time. A Fund's investment program may in certain cases utilize such investment techniques as options, limited diversification, margin transactions and short sales, which practices can, in certain circumstances, magnify the adverse impact to which a Fund may be subject.

Concentration of Investments; Investment Discretion. The Funds are generally not limited with respect to the concentration of their investments in particular securities, industries, or sectors. The Funds may hold a relatively small number of positions, each representing a relatively large portion of the Fund's capital. Losses incurred in positions making up a significant percentage of a Fund's capital could have a material adverse effect on such Fund's overall financial condition.

Epidemics and Pandemics. Since 2003, the world has seen a number of outbreaks of new viral illnesses of varying severity, including Severe Acute Respiratory Syndrome (SARS), Middle East Respiratory Syndrome (MERS), the H1N1 Flu (Swine Flu), and COVID-19 caused by the novel Coronavirus known as SARS-CoV-2. The responses to these outbreaks have varied as has their impact on human health, local economies and the global economy, and it is impossible at the outset of any such outbreak to estimate accurately what the ultimate impact of any such outbreak will be. Protective measures taken by governments and the private sector, including the Adviser, to mitigate the spread of such illness, including travel restrictions and outright bans, quarantines and work-at-home arrangements, and the spread of any such illness within the offices of the Adviser and/or Fund service providers, could severely impair the Adviser and/or Fund service providers' operational capabilities, potentially harming a Fund's business and its operating results.

Investing in Foreign Markets. The Funds may invest in foreign companies that may be formed and/or operated outside of the United States. Such investments require consideration of certain risks typically not associated with investing in U.S. securities or property. Such risks include, among other things, trade balances and imbalances and related economic policies, unfavorable currency exchange rate fluctuations, impositions of exchange control regulation by the United States and foreign governments, U.S. and foreign withholding taxes, limitations on the removal of funds or other assets, policies of governments with respect to possible nationalization of their industries and political difficulties, including expropriation of assets, confiscatory taxation and economic or political instability in foreign nations.

Availability and Accuracy of Information. The Adviser will select investments for the Funds on the basis of information and data derived from research by the Adviser and, for public companies, filed by the issuers of such securities with the SEC or foreign exchanges or regulators. Although the Adviser intends to evaluate such information and data and to seek independent corroboration when the Adviser considers it appropriate and when it is reasonably available, the Adviser will not in many cases be in a position to confirm the completeness, genuineness or accuracy of such information and data.

Availability of, and Ability to Acquire, Suitable Investments. While the Adviser believes that many attractive investments of the type in which the Funds may invest are currently available and can be identified, there can be no assurance that such investments will continue to be available or that available investments will meet the Funds' investment criteria. In addition, the Funds may be unable to find a sufficient number of attractive investment opportunities to meet their investment objective.

Risks Associated with Private Company Investments. Private company investments involve an extraordinarily high degree of business and financial risk, can result in substantial or complete losses and may be investments of a longer investment duration. Some portfolio companies in which the Funds may invest may be operating at a loss or with substantial variations in operating results from period to period and may need substantial additional capital to support expansion or to achieve or maintain competitive positions. Such companies may face intense competition, including competition from companies with much greater financial resources, much more extensive development, production, marketing and service capabilities and a much larger number of qualified managerial and technical personnel. Such companies may also provide less information than might otherwise be available from a publicly held company, and the management of such portfolio company might also be less experienced than that which might be found at a publicly held company. In addition, risks may be increased with holding a private company due to the more illiquid nature of the asset and need to hold the investment for a longer period of time. Passport can offer no assurance that the marketing efforts of any particular portfolio company will be successful or that its business will succeed. Furthermore, the Adviser will have the right at any time in its sole and absolute discretion and without notice to any investor, to modify, amend, renegotiate, extend, change or waive the terms of any private company investments the Funds make.

Short Sales. The Funds may engage in "short sale" transactions from time to time. A short sale involves the sale of a security that a Fund does not own in the hope of purchasing the same security (or a security exchangeable therefore) at a later date at a lower price. Short selling allows an investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities can result in a loss. Short sales of securities and financial instruments can, in certain circumstances, substantially increase the impact of adverse price

movements on a Fund's investments. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in the inability of the respective Fund to cover the short position, and of theoretically unlimited potential for loss to such Fund.

Leverage. The Funds may borrow from banks and other financial institutions in order to enhance their investment leverage. The Funds may also engage in other investment strategies (such as options and derivatives) that may result in leveraging the assets of a Fund. Loans may be secured by assets of a Fund pledged to lenders. Leveraging by means of borrowing may exaggerate the effect of any increase or decrease in the value of the assets of a Fund and money borrowed will be subject to interest and other costs (which may include commitment fees and/or the cost of maintaining minimum average balances), which may or may not exceed the income received from the instruments purchased with borrowed funds.

Derivatives. The Funds may also invest in derivatives, which generally include complex derivative instruments that seek to modify or replace the investment performance of particular securities, commodities, currencies, interest rates, indices or markets on a leveraged or unleveraged basis. These instruments generally have counterparty risk and may not perform in the manner expected by the counterparties, thereby resulting in greater loss or gain to the Funds. These investments are all subject to additional risks that can result in a loss of all or part of an investment—in particular, interest rate and credit risk volatility, world and local market price and demand, and general economic factors and activity. Derivatives may have very high leverage embedded in them that can substantially magnify market movements and result in losses greater than the amount of the investment. Some of the markets in which the Funds effect derivative transactions are over-the-counter or interdealer markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of exchange-based markets. This exposes the Funds to the risks that a counterparty will not settle a transaction because of a credit or liquidity problem or because of disputes over the terms of the contract. Although the Funds will attempt to limit their derivative transactions to well-known and well-capitalized firms, the Funds are not restricted from dealing with any particular counterparty or from concentrating all of its transactions with one counterparty.

Derivative Valuation. Derivative instruments may be difficult to value accurately. Any misvaluation could adversely affect the Funds and their investors.

Representation on Boards of Directors. The Funds may seek to designate a director to serve on the board of directors of the companies in which they invest. Such director may be a principal, employee, member, manager or other affiliate of the Adviser. The designation of directors could expose the assets of the Funds to claims by such companies, their security holders and their creditors. While the Adviser intends to manage the Funds to minimize exposure to these risks, the possibility of successful claims against the Funds cannot be precluded.

Default and Counterparty Risk. Some of the markets in which the Funds will effect transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange based” markets. Similarly, digital currency exchanges that the Funds may trade on are not SEC or CFTC-regulated and may subject a Fund to counterparty risks similar to those of trading with other counterparties. This exposes the Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Funds to suffer a loss. In addition, in the case of a default, the Funds could become subject to adverse market movements while replacement transactions are executed.

In situations where a Fund or an Underlying Fund places assets in the care of a custodian or is required to post margin or other collateral with a counterparty, the custodian or the counterparty may fail to segregate such assets or collateral, as applicable, or may commingle the assets or collateral with the relevant custodian’s or counterparty’s own assets or collateral, as applicable, even if contractually limited or prohibited from doing so. As a result, in the event of the bankruptcy or insolvency of any custodian or counterparty, the Fund’s excess assets and collateral may be subject to the conflicting claims of the creditors of the relevant custodian or counterparty, and a Fund or such Underlying Fund may be exposed to the risk of a court treating a Fund or such Underlying Fund as a general unsecured creditor of such custodian or counterparty, rather than as the owner of such assets or collateral, as the case may be. In certain cases, assets of a Fund or an Underlying Fund may be placed in the care of a non-U.S. custodian. In any such case, the bankruptcy or insolvency of such custodian will be governed under the laws of the local jurisdiction, which may be less favorable to a Fund or an Underlying Fund or provide less protection to a Fund’s or an Underlying Fund’s assets than U.S. law. Passport Digital Network, L.P., a Client of the Adviser, does not engage the services of a prime broker.

A Fund may be subject to the risk that issuers of the instruments in which it invests and trades may default on their obligations under those instruments, and that certain events may occur which have an immediate and significant adverse effect on the value of those instruments. There can be no assurance that an issuer of an instrument in which a Fund invests will not default, or that an event which has an immediate and significant adverse effect on the value of an instrument will not occur, and that a Fund will not sustain a loss on a transaction as a result.

Transactions entered into by a Fund may be executed on various U.S. and non-U.S. exchanges, and cleared and settled through various clearing houses, custodians, depositories and prime brokers throughout the world. Although the Funds will attempt to execute, clear and settle the transactions through entities the Adviser believes to be sound, there can be no assurance that a failure by any such entity will not lead to a loss to the Funds.

Limited Liquidity. An investment in the Funds is suitable only for sophisticated investors with no need for liquidity in their investment. An investment in the Funds provides limited or no liquidity. Interests in the Funds are not freely transferable and generally may not be withdrawn or redeemed. Even when permitted, withdrawals and redemptions are subject to applicable lock-ups and other restrictions such as notice requirements and specified dates when withdrawals and redemptions are permitted. Any withdrawal and redemption proceeds may be paid in-kind, in a form that may be illiquid, not easily disposable or readily marketable for an extended period of time. Any withdrawals and redemptions are also subject to the withdrawal and redemption limits, suspension of withdrawals and redemptions and other restrictions described in the relevant Fund Documents.

Incentive Allocation or Performance-Based Fee. The allocation to the Adviser or its affiliates of a percentage of each investor's net capital appreciation for a fiscal year, or the payment to the Adviser of a performance-based fee, may create an incentive for the Adviser to cause such Funds to make investments that are riskier or more speculative than would be the case if this special allocation or payment of performance fees were not made, as noted in Item 6 above. The incentive allocation made and performance-based fees paid by the Funds to the Adviser (whether directly or via an affiliate) are set by the Adviser and its affiliates without negotiations with any third party.

Valuation of the Funds' Assets. The Adviser has delegated to an administrator (the "Administrator") the determination of the net asset value of certain of the Funds. In determining net asset value, the Administrator will follow the valuation policies and procedures adopted by the Adviser. If and to the extent that the Adviser or its affiliates are responsible for or otherwise involved in the pricing of any of the Funds' portfolio securities or other assets, the Administrator may accept, use and rely on such prices in determining the net asset value of a Fund and shall not be liable to a Fund or any investor, or the Adviser, or any other person in so doing. Since the Funds may hold a significant portion of their assets in a form of illiquid, not readily marketable or non-publicly traded securities or other investments, the value assigned to such securities or other investments by the Adviser or its affiliates and/or the Administrator may materially differ from the actual value received for such securities or other investments in the event of a liquidation event with respect to such securities or other investments.

Many of the Funds' investments will be investments for which there is no, or a limited, liquid market. As a result, the fair value of such Fund investments may not be readily determinable.

Because investment valuations, and particularly valuations with respect to loans and securities of Portfolio Companies, are inherently uncertain, they may fluctuate over short periods of time and may be based on estimates. As a result, the Adviser and its affiliates' determinations of their fair value may differ materially from the actual values obtainable in an arm's-length sale of such Fund investments to a third party. A Fund's financial condition and results of operations could be adversely affected if the Fund's fair value determinations were materially higher than the values that the Fund ultimately realizes.

Early-Stage Investments; Venture Stage Investments. A Fund may directly or indirectly invest a portion of its assets in newly-formed or pre-revenue Portfolio Companies. Most of these types of investments are made at an early point in a company's life cycle. These "early stage" or "seed" investments can create value inherent in particular companies or situations that can be realized only with substantial effort or expense. Often the success of the investment will depend not only on the efforts of its management team, but also upon actions of other key individuals, or extraneous factors including political or economic developments over which the Adviser has little or no control. Many early-stage companies face significant competition from other firms, both established and start-up, with greater financial resources, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial and technical personnel. In all such cases, a Fund will be subject to the risks associated with the underlying businesses engaged in by Portfolio Companies.

Early-stage investments are typically made in firms that are seeking to develop and bring to market new, unproven ideas or technology. This endeavor is subject to a number of risks, including, but not limited to: failure to develop or perfect the idea as planned; obsolescence; patent infringement and similar claims that prevent the idea or technology from being used or licensed; lack of market acceptance; and loss of key personnel. These companies are typically dependent on the abilities of key individuals, including founding entrepreneurs, owners or employees with critical technological skills or ownership of important patents or other intellectual property, and marketing and financial professionals. The growth and development of early-stage companies may depend on the regular injection of additional capital and financing beyond that which a Fund is prepared or able to invest; such financing may not be available from other sources.

Venture stage companies are typically thinly staffed and may lack the internal resources or procedures and controls to detect and prevent accounting errors, or more serious losses caused by the misconduct or negligence of officers, employees or agents. The very significant returns that have been earned in a small portion of venture capital investments have in large part resulted from the completion of highly successful IPOs or acquisitions that have permitted the venture investors to sell their equity interests at multiples of original cost. There can, of course, be no assurance that, at the time a given venture investment matures, the public securities markets will support an IPO to permit such returns or that the venture-backed company's fundamentals will warrant such returns.

Restrictions Imposed on Exit Strategies. Even if an exit strategy — for example, an IPO — is able to be implemented with respect to a Fund's direct or indirect investment in a Portfolio Company, the Fund itself — as an early-stage investor — may be subject to material "holdback" restrictions which limit its ability to participate, perhaps until the price at which it would initially have participated has been significantly eroded.

No Obligation to Hedge. A Fund is expected to take long positions in private companies. These Portfolio Companies will either succeed or fail, but the Fund will have no obligation to “hedge” the risk of its investments. In the case of publicly traded companies, investors can attempt to hedge their risk by taking short positions, investing in comparable issuers, implementing “portfolio hedges” against overall stock movements, etc. In investing in private companies, none of these tools to protect against the risk of loss are available. The success of a Fund will depend entirely on the success of the private, high-risk issuers in which it invests.

Investments in New Growth Industries. A Fund’s Portfolio Companies may operate in new growth industries. Investments in such industries may involve risks greater than those generally associated with other industries and may experience significant fluctuations in returns. New growth industries are challenged by rapidly changing market conditions and participants, new competing products and services and improvements in existing products and services. A number of a Fund’s Portfolio Companies may compete in this volatile environment. There is no assurance that products or services sold by such Portfolio Companies will not be rendered obsolete or adversely affected by competing products and services or other challenges. Instability, fluctuation or an overall decline within new growth industries may not be balanced by investments in other industries not so affected. In the event that the new growth industries decline, returns to Limited Partners may decrease.

Emerging Technology Company Risks. The possibility that the Portfolio Companies in which a Fund invests will not be able to commercialize their technology or product concept presents significant risk. Additionally, although some of such Portfolio Companies may already have a commercially successful product or product line at the time of investment, technology products and services often have a more limited market or life span than products in other industries. Thus, the ultimate success of these Portfolio Companies may depend on their ability to continually innovate in increasingly competitive markets.

Cybersecurity Risk. The Adviser’s hardware and software systems are subject to threats from hackers and others, such as a malicious attack, malware or other event that leads to unanticipated interruption or malfunction of such systems. Any interruption of the Adviser’s hardware or software functionality could lead to material or even complete losses to a Client. Hackers could also theoretically access and steal the Adviser’s research, models, trading programs or other software or data and implement such programs or software on their own behalf. This could lead to increased competition for, or elimination of, the investment opportunities sought by any of the Clients or otherwise render the models developed by the Adviser obsolete, possibly resulting in material or complete losses to a Client.

Other Investment Activities. The Adviser and their principals and respective affiliates may make investments in Underlying Funds or Portfolio Companies for their own accounts, and the Adviser and/or their affiliates may, in the future, manage accounts other than the Funds utilizing strategies and programs which may be the same as or different from the ones the Adviser utilizes in making

investment decisions for an existing Fund. In addition, in proprietary investing, the Adviser, their principals and their affiliates may make investments that are the same as, different than or opposite to those of a Fund.

Without limiting the generality of the foregoing, certain personnel of the Adviser have invested, and may continue to invest, in various private investments in their personal trading accounts or foundations for which they may serve as a trustee. Such persons may hold interests in the Underlying Funds and/or direct interests in Portfolio Companies (whether held through co-investments or otherwise, and whether such investment is in the same series of stock or in another part of the capital structure of the Portfolio Company) that are expected to be the subject of an investment by a Fund. The trading activity of such persons may differ from or be inconsistent with activities undertaken for the account of a Fund in such Underlying Funds and Portfolio Companies. In addition, certain personnel of the Adviser have made, and may continue to make, seed investments in the Portfolio Managers of certain Underlying Funds in which a Fund invests, and such seed investments entitle such personnel to receive amounts in respect of management fees or performance compensation otherwise payable to the Portfolio Managers of such Underlying Funds. While such personal investments may give rise to conflicts of interest in that they may (i) influence the Adviser to make an investment on behalf of a Fund in an Underlying Fund that offers such a seed investment opportunity over another Underlying Fund that does not offer such an opportunity, (ii) create an incentive to cause a Fund to make an investment in such Underlying Funds in order to increase the likelihood that such Underlying Funds will be successful, and (iii) serve to reduce the “skin in the game” of the Underlying Fund’s management team, such Adviser personnel will not receive any additional fees in connection with a Fund’s investment in such Underlying Funds. Neither a Fund nor the limited partners will share in any of the fees, incentive allocations or other revenue attributable to seed investments by such personnel.

Conflicts Associated with the Adviser’s or its Affiliates’ Other Activities. The Adviser and/or its affiliates may also elect in the future to sponsor, manage or participate in other securities and other investment activities and programs unrelated to the Funds (some of which may compete with the Funds’ investment activities). The Adviser and/or its affiliates may also engage in business ventures unrelated to the activities of the Funds and business opportunities that relate to, or which they became aware of because of, investments made by a Fund(s) but which opportunities are deemed by the Adviser not to be suitable for a Fund’s portfolio. Investors in the Funds will have no right to participate in such activities of the Adviser or its affiliates and will have no right to participate in any profits generated from such activities. The Adviser may in certain circumstances enter into agreements with companies owned by, or affiliated with, the Adviser or its principals, the expenses of which are borne by the Funds. The Adviser will enter into such arrangements only if it determines that such arrangements are made on arm’s length and the fees to be paid are reasonable in relation to similar services available in the marketplace. The Adviser’s or its affiliates’ judgment may be affected by the conflicts of interests inherent in such relationships and activities. Examples of these conflicts include competing time pressures and/or conflicting

fiduciary duties. Outside activities of the Adviser and its affiliates may create conflicts of interest with the Funds over the time devoted to managing the portfolios of the Funds versus the time devoted to other activities. Because the Adviser and its affiliates will have fiduciary duties to a other Clients in addition to a particular Fund, the interests of a Fund and the other Client in the selection, allocation, negotiation and administration of investments may conflict, and the Adviser and its affiliates may be subject to conflicting demands on their time and attention.

The determination and resolution of any conflict will be addressed by the Adviser in accordance with the Code of Ethics and applicable law. Please see Items 10 and 11 below for additional information regarding the Adviser's policies and procedures for addressing actual and potential conflicts that may arise in connection with its activities.

Allocation of Investment Opportunities. The Adviser on behalf of the Funds, and in other capacities with other entities or for its own accounts, will have discretion in determining which investments will be made by the Funds, sold to others, or made by the Adviser or their affiliates with or without the participation of the Funds. In addition, the Adviser may be able to obtain more favorable compensation, cost reimbursement or risk-sharing arrangements in connection with some investments if a Fund does not participate and the Adviser or its affiliates may be influenced to refrain from causing a Fund to make such investments even though participation might benefit such Fund. Under the governing documents of a Fund (which investors and potential investors should carefully review) the Adviser or its affiliates may be permitted to make any investments, whether or not in competition with a Fund or in a manner that would limit or eliminate such Fund's opportunity to make the investment, without any accountability to such Fund.

When two or more Funds seek to purchase the same securities, the securities actually purchased or sold will be allocated among the Funds on a good faith equitable basis by the Adviser or its affiliates in their sole discretion in accordance with the respective investment objectives and policies of each Fund and the procedures adopted by the Adviser.

Possible Effects of Withdrawals and Redemptions. When permitted, substantial withdrawals or redemptions could require one or more Funds to liquidate investments more rapidly than would otherwise be desirable to raise the necessary cash to fund the withdrawals or redemptions and to achieve a market position appropriately reflecting a smaller equity base. This situation could adversely affect the value of interests in one or more Funds. Applicable withdrawal or redemption prohibitions and limits are intended to mitigate this risk, but will not necessarily eliminate it.

Suspension of Withdrawals and Redemptions. As more particularly described in the relevant Fund Documents, the Adviser or its affiliates generally may suspend the right of any investor to withdraw capital or to receive a distribution from a Fund if, in the Adviser's judgment, such a suspension would be in the best interests of such Client.

Limited Liquidity of Interests. While the Funds intend to use commercially reasonable efforts to make withdrawal payments in cash upon an investor withdrawal, there can be no assurance that the Funds will have sufficient cash to satisfy withdrawal requests, or that it will be able to liquidate investments at favorable prices at the time of such withdrawal request. Substantial withdrawals by Fund investors within a limited period of time could require the liquidation of positions more rapidly than would otherwise be desirable, which could adversely affect the value of the equity interests of both withdrawing investors and remaining investors.

Co-Investments; Broken Deal Expenses. Certain of the Funds may offer certain investors the opportunity to co-invest alongside a Fund or a fund investment vehicle in an investment opportunity. In determining which investors will be offered co-investment opportunities, the Adviser will consider, among other things, whether an investor played a role in sourcing a particular opportunity, the ability of an investor to execute a co-investment transaction quickly and efficiently, the reliability and creditworthiness of an investor, an indication of interest from an investor in co-investment opportunities (it being understood, for the avoidance of doubt, that an investor's indication of its interest in co-investment opportunities will not ensure its consideration for any opportunity) and any other strategic considerations (including, but not limited to, the length of time that an investor has had an investment relationship with the Adviser and the amount of an investor's investment in a Fund). If a Fund offers certain investors a co-investment opportunity, the size of the investment opportunity otherwise available to the Fund may be less than it would have been. In addition, certain investors may participate in co-investment opportunities on the basis of no, or a reduced or increased, management fee, incentive allocation or other performance-related compensation. Further, in the event co-investment vehicles or co-investors, including other vehicles managed or controlled by the Adviser, may have invested alongside a Fund in a deal that is ultimately not consummated, they generally will not bear their share of broken deal expenses (such as legal fees, reverse termination fees, extraordinary expenses such as litigation costs and judgments and other expenses) for such unconsummated transactions. In certain circumstances a co-investor that has been identified by a Fund and has committed to be responsible for its share of broken deal expenses will be allocated a share of such expenses.

Risks Related to Digital Currencies

The further development and acceptance of digital currencies, which are part of a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of such currencies may adversely affect an investment. The growth of this industry is subject to a high degree of uncertainty.

Price Volatility of Digital Currencies. Perhaps in part because of their youth, digital currencies have experienced sharp fluctuations in value. If such volatility continues, it may have an adverse effect on the willingness of parties, other than speculators, to receive digital currency units in a transaction.

Limited Use in the Marketplace. Digital currencies are not legal tender in the United States and many question whether they have intrinsic value. The price of many digital currencies is based on the agreement of the parties to a transaction. Currently, there is relatively limited use of any digital currency in the retail and commercial marketplace in comparison to relatively extensive use as a store of value, thus contributing to price volatility that could adversely affect an investment. Digital currency has only recently become selectively accepted as a means of payment for goods and services by many major retail and commercial outlets, and use of digital currency by consumers to pay such retail and commercial outlets remains limited. There can be no assurance that such acceptance will grow, or not decline, in the future.

Scalability. Digital currencies face significant scaling obstacles that can lead to high fees or slow transaction settlement times, and attempts to increase the volume of transactions may not be effective. Many digital currency networks face significant scaling challenges.

Valuation and Liquidity of Digital Currencies. Digital currencies can be traded through privately negotiated transactions and through numerous digital currency exchanges around the world. The lack of a centralized pricing source for these types of assets often poses a variety of valuation challenges. Additionally, the dispersed liquidity of digital currencies may pose challenges for market participants trying to exit a position, particularly during periods of stress.

Because of these factors and the greater uncertainty surrounding digital currency transactions, a Fund may face a meaningful possibility of substantial losses as a result of such risks. For example, a reduction in liquidity may impair a Fund's ability to acquire or dispose of its investments at a price and time that such fund deems advantageous, and may likewise reduce the pool of profitable investment strategies for such fund. A reduction in liquidity in a digital currency could also have a material adverse effect on the price of the currency and consequently the value of an investment. Additionally, the valuation challenges surrounding digital currencies could, among other things, cause adverse pricing for a Fund, thereby adversely affecting the performance of certain of the Funds' trading strategies. Valuation challenges with digital currencies may also involve uncertainties and discretionary determinations with respect to valuations of a Fund or an Underlying Fund's portfolio, which will affect the amount of the applicable management fee and incentive allocation.

Qualified Custodians. SEC-registered investment advisers are required to hold securities with "qualified custodians." Certain digital assets may be deemed to be securities. At present time, many digital asset custodial services may fall outside of the SEC's definition of a "qualified custodian," there may not be consensus as to which providers meet the definition of a "qualified custodian" and many long-standing qualified custodians in the financial services space do not provide custodial services for digital assets or only provide such services in respect of limited digital assets. In addition, even if or when a qualified custodian is capable of taking custody of a digital asset, in certain cases it may not support yield-generating options that may be in the Funds' best interest to pursue or provide for sufficient operational flexibility or other practicable

considerations. Accordingly, the Funds may use non-qualified custodians to hold all or a portion of their respective digital assets or self-custody digital assets. There can be no assurance that self-custody will adequately protect the security of such digital assets, exposing the Funds to the potential for complete loss of owing to a security breach or other failure of the self-custody controls.

Opaque Spot Digital Currency Market. Digital currency balances are generally maintained as an address on the blockchain and are accessed through private keys, which may be held by a market participant or a custodian. Although digital currency transactions are typically publicly available on a blockchain or distributed ledger, the public address does not identify the controller, owner or holder of the private key. Thus, unlike bank or brokerage accounts, digital currency exchanges and custodians that hold digital currencies do not always identify the owner. The opaque nature of the underlying or spot digital currency market poses asset verification challenges for market participants, regulators and auditors and gives rise to an increased risk of manipulation and fraud, including the potential for Ponzi schemes, bucket shops and pump and dump schemes. Any such manipulation or fraud could adversely affect an investment in a Fund. For example, an actual event of manipulation or fraud could lead to some or all of a Fund's digital currencies being lost, stolen, destroyed or inaccessible. The ability of such Fund to discover and recover such losses may be impaired as a result of the opaque nature of the spot market and the possible limited liability and resources of some market participants, digital currency exchanges and custodians. In addition, instances of manipulation or fraud could lead to a loss of confidence in digital currency networks and decrease the market price of a Fund or Underlying Fund's investments.

Loss of Access. The loss or destruction of a private key required to access a Fund's or an Underlying Fund's digital currencies may be irreversible. The loss of access to the private keys associated with a Fund's or an Underlying Fund's digital currency assets could adversely affect an investment. Digital currencies are controllable only by the possessor of both the unique public key and private key or keys relating to the "digital wallet" in which the currency is held. Private keys must be safeguarded and kept private in order to prevent a third party from accessing the digital currency while held in such wallet. To the extent a private key is lost, destroyed or otherwise compromised and no backup of the private key is accessible, a Fund will be unable to access the digital currency held in the related digital wallet. Any loss of private keys relating to digital wallets used to store a Fund's digital currency could adversely affect an investment.

Irrevocability of Transactions. Digital currency transactions are irrevocable and stolen or incorrectly transferred digital currencies may be irretrievable. As a result, any incorrectly executed digital currency transactions could adversely affect an investment. Digital currency transactions are not, from an administrative perspective, reversible without the consent and active participation of the recipient of the transaction or, in theory, control or consent of a majority of the aggregate hashrate on the respective digital currency network. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of digital currency or a theft of digital currency generally will not be reversible, and a Fund may not be capable of seeking

compensation for any such transfer or theft. It is possible that, through computer or human error, or through theft or criminal action, a Fund's digital currency could be transferred from custody accounts in incorrect quantities or to unauthorized third parties. To the extent that a Fund is unable to seek a corrective transaction with such third party or is incapable of identifying the third party that has received a Fund's digital currency through error or theft, a Fund will be unable to revert or otherwise recover incorrectly transferred digital currency. To the extent that a Fund is unable to seek redress for such error or theft, such loss could adversely affect an investment in the Fund.

Flawed or Ineffective Source Code. If the source code or cryptography underlying a digital currency held by a Fund or an Underlying Fund proves to be flawed or ineffective, malicious actors may be able to steal the Fund's or such Underlying Fund's digital currency assets. In the past, flaws in the source code for digital currencies have been exposed and exploited. Several errors and defects have been publicly found and corrected, including those that disabled some functionality for users and exposed users' personal information. Discovery of flaws in, or exploitations of, the source code that allow malicious actors to take or create money in contravention of known network rules have occurred. In addition, the cryptography underlying a digital currency could prove to be flawed or ineffective, or developments in mathematics and/or technology, including advances in digital computing, algebraic geometry and quantum computing, could result in such cryptography becoming ineffective. In any of these circumstances, if a Fund or an Underlying Fund holds the affected digital currency, a malicious actor may be able to steal the Fund's or such Underlying Fund's digital currency assets, which would adversely affect an investment in the Fund or Underlying Fund. Even if the Fund or an Underlying Fund did not hold the affected digital currency, any reduction in confidence in the source code or cryptography underlying digital currencies generally could negatively affect the demand for digital currencies and therefore adversely affect an investment in the Fund or the Underlying Fund.

Blockchain "Forks." A temporary or permanent blockchain "fork" could adversely affect an investment. Some digital currencies, including Bitcoin and Ether, are open source, meaning that any user can download the software, modify it and then propose that the users and miners of the currency adopt the modification. When a modification is introduced and a substantial majority of users and miners consent to the modification, the change is implemented and the network remains uninterrupted. However, if less than a substantial majority of users and miners consent to the proposed modification, and the modification is not compatible with the software prior to its modification, the consequence would be what is known as a "fork" of the network, with one prong running the pre-modified software and the other running the modified software. The effect of such a fork would be the existence of two versions of the digital currency running in parallel, yet lacking interchangeability.

Inability to Realize Benefits of Hard Forks or "Air Drops." A Fund or an Underlying Fund may not be able to realize the economic benefit of a hard fork or "air drop," either immediately or ever, which could adversely affect an investment. If the Fund or an Underlying Fund holds a digital currency asset at the time of a hard fork into two digital currency assets, it would be expected to

hold an equivalent amount of the old and new assets following the hard fork. However, the Fund or such Underlying Fund may not be able, or it may not be practical, to secure or realize the economic benefit of the new asset for various reasons. For instance, a custodian or security service provider may not agree to provide the Fund or such Underlying Fund access to the new asset. In addition, the Fund or such Underlying Fund may determine that there is no safe or practical way to custody the new asset, or that trying to do so may pose an unacceptable risk to the Fund's or such Underlying Fund's holdings in the old asset, or that the costs of taking possession and/or maintaining ownership of the new digital currency exceed the benefits of owning the new digital currency.

Additionally, laws, regulation or other factors may prevent a Fund or an Underlying Fund from benefitting from the new asset even if there is a safe and practical way to custody and secure the new asset. For example, it may be illegal for a Fund or an Underlying Fund to sell the new asset, or there may not be a suitable market into which the Fund or an Underlying Fund can sell the new asset (either immediately after the fork or ever).

In addition, a digital currency held by a Fund or an Underlying Fund may become subject to a similar occurrence known as an "air drop." In an air drop, the promoters of a new digital currency announce to holders of another digital currency that they will be entitled to claim a certain amount of the new digital currency for free. The timing of any such occurrence is uncertain and a Fund's or an Underlying Fund's participation would be subject to the discretion of the Adviser or the relevant Underlying Fund manager, respectively. Any inability to recognize the economic benefit of a hard fork or an air drop could adversely affect an investment.

Open-Source Structure. The open-source structure of many of the digital currency network protocols means that certain core developers and other contributors may not be directly compensated for their contributions in maintaining and developing the network protocol. A failure to properly monitor and upgrade network protocol could damage the digital currency networks. Certain digital currency networks operate based on open-source protocol maintained by the groups of core developers. As these network protocols are not sold and their use does not generate revenues for development teams, core developers may not be directly compensated for maintaining and updating the network protocols. Consequently, developers may lack a financial incentive to maintain or develop the network, and the core developers may lack the resources to adequately address emerging issues with the networks. There can be no guarantee that developer support will continue or be sufficient in the future. Additionally, some development and developers are funded by companies whose interests may be at odds with other participants in the network or with investors' interests. To the extent that material issues arise with certain digital currency network protocols and the core developers and open-source contributors are unable or unwilling to address the issues adequately or in a timely manner, the digital currency networks and an investment in a Fund or an Underlying Fund may be adversely affected.

Governance. Lack of clarity in the corporate governance of many digital currencies systems may lead to ineffective decision-making that slows development or prevents a network from overcoming important obstacles. Governance of many digital currency systems is by voluntary consensus and open competition. Bitcoin, for example, has no central decision-making body or clear manner in which participants can come to an agreement other than through overwhelming consensus. The lack of clarity on governance may adversely affect Bitcoin’s utility and ability to grow and face challenges, both of which may require solutions and directed effort to overcome problems, especially long-term problems. To the extent lack of clarity in corporate governance of digital currency systems leads to ineffective decision-making that slows development and growth, the value of the interests may be adversely affected.

Engaging or Investing in Mining Activities. A Fund may invest, directly or indirectly, in entities engaged in cryptocurrency “mining” activities. Mining is the process whereby new cryptocurrency is issued directly to competing miners in return for using their computers’ processing power to help ensure the integrity and security of the underlying system. Mining difficulty (*i.e.*, the amount of processing power required to successfully mine a given cryptocurrency) can increase or decrease over time depending on various factors, such as the number of other miners competing at the same time. Generally, as the computing power on a given cryptocurrency’s network increases, so too does mining difficulty. Accordingly, mining cryptocurrency may require continual investment in computer hardware and cause an increase in energy costs for the miners. Such investment and costs can adversely affect the profitability of engaging or investing in mining activities. Additionally, depending on the cryptocurrency being mined, specialized hardware, such as GPUs or ASICs, may be required to efficiently mine, and new increasingly efficient versions are typically released from time to time. There may be limited producers of, or otherwise limited availability of, such hardware. To the extent that a miner is not able to acquire new versions of specialized hardware, it may not be able to mine as profitably or be at all profitable anymore.

Insufficient Mining Incentives. With respect to digital currencies that are developed through mining, if the award of new units of digital currency for solving blocks and transaction fees for recording transactions are not sufficiently high to incentivize miners, miners may cease expending processing power to solve blocks and confirmations of transactions on the blockchain could be slowed temporarily. A reduction in the processing power expended by miners on digital currency networks could increase the likelihood of a malicious actor or botnet obtaining control.

Exclusion of Transactions. To the extent that any miners exclude some or all transactions, significant increases in fees and widespread delays in the recording of transactions could result in a loss of confidence on the relevant digital currency networks, which could adversely affect an investment in a Fund or an Underlying Fund.

Collusion of Miners. Miners could act in collusion to raise transaction fees, which may adversely affect the usage of digital currency networks. Miners, functioning in their transaction confirmation capacity, collect fees for each transaction they confirm. Miners validate unconfirmed transactions by adding the previously unconfirmed transactions to new blocks in the blockchain. Miners are not forced to confirm any specific transaction, but they are economically incentivized to confirm valid transactions as a means of collecting fees. Miners have historically accepted relatively low transaction confirmation fees. If miners collude in an anticompetitive manner to reject low transaction fees, then digital currency users could be forced to pay higher fees, thus reducing the attractiveness of the digital currency network. Mining occurs globally and it may be difficult for authorities to apply antitrust regulations across multiple jurisdictions. Any collusion among miners may adversely affect the attractiveness of digital currency networks and may adversely affect an investment in a Fund or an Underlying Fund or the ability of the Fund or the Underlying Fund to operate.

Nascent Development of Smart Contracts. The nascent nature of smart contract development may magnify initial problems, increase volatility and reduce interest in smart contracts, which could have an adverse impact on the value of Ether or other digital currencies. Smart contracts are computer protocols that facilitate the negotiation or performance of a contract and have only very recently been implemented. Since smart contracts typically cannot be stopped or reversed, bugs in their programming can have catastrophic effects.

NFTs. NFTs are non-fungible tokens issued on a distributed ledger such as a blockchain. They are similar to cryptocurrencies like bitcoin in that they can be identified individually and are authenticated through a decentralized system of nodes via a consensus protocol. However, they differ from cryptocurrencies in that they are each unique, indivisible, and “non-fungible.” NFTs are stored in “smart contracts,” which are automatically executable code that run on top of the distributed ledger on which the NFT is recorded. They provide a method of “provable uniqueness” and ownership for pieces of digital art, images, music and other content. NFTs are provably unique because each image and piece of content is linked to a single token stored in a smart contract on the distributed ledger and its ownership can be irrefutably established. While others may have copies of the same content, only one person can own the specific token authenticating ownership of the content. Currently, most, but not all, NFTs operate on the Ethereum blockchain.

NFTs are stored in a digital asset wallet, whether a wallet you control or one provided by a third-party. As such, the same security and additional risks inherent to cryptocurrency exist in terms of security, theft, lost keys, and irreversible transactions exist in respect of NFTs. In most cases, the work is not actually stored on the blockchain and the NFT will “point” to a traditional internet site where the work is housed. Given the nascent stage of this asset class, there is uncertainty about the regulatory landscape for NFTs, including, but not limited to, whether they should be categorized

as a security or commodity. Complying with the registration requirements of the Securities Act would be impracticably expensive, while offering restrictions could make NFTs unsuitable for certain anticipated use cases such as facilitating artists' rights and royalties.

Limited History of Digital Currencies. Due to the limited history of digital currencies and the rapidly evolving nature of the digital currency market, it is not possible to know all the risks involved in making an investment in digital currency, and new risks may emerge at any time. Digital currencies have gained commercial acceptance only within the past decade and, as a result, there is little data on their long-term investment potential.

Risks Related to the Exchange Markets and Service Ecosystems for Digital Currencies

New and Unregulated Digital Currency Exchanges. The digital currency exchanges on which digital currencies trade are relatively new and, in many cases, largely unregulated and, therefore, may be more exposed to fraud and failure than established, regulated exchanges for other assets. Any fraud, security failure or operational problems experienced by the digital currency exchanges could result in a reduction in the value of the digital currency and adversely affect an investment in the Funds. Many such exchanges do not provide the public with significant information regarding their ownership structure, management teams, corporate practices or regulatory compliance. As a result, the marketplace may lose confidence in, or may experience problems relating to, digital currency exchanges, including prominent exchanges handling a significant portion of the volume of trading. Digital currency exchanges may impose daily, weekly, monthly or customer-specific transaction or distribution limits or suspend withdrawals entirely, rendering the exchange of digital currency for fiat currency difficult or impossible. The participation in digital currency exchanges requires users to take on credit risk by transferring digital currency from a personal account to a third party's account.

Over the past several years, a number of digital currency exchanges have been closed due to fraud, failure or security breaches. In many of these instances, the customers of such digital currency exchanges were not compensated or made whole for the partial or complete losses of their account balances in such digital currency exchanges. While smaller digital currency exchanges are less likely to have the infrastructure and capitalization that make larger digital currency exchanges more stable, larger digital currency exchanges are more likely to be appealing targets for hackers and "malware" (*i.e.*, software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems). In 2014, the largest Bitcoin exchange at the time, Mt. Gox, filed for bankruptcy in Japan amid reports the exchange lost up to 850,000 Bitcoins, valued then at over \$450 million.

Digital currency exchanges that are regulated typically must comply with minimum net worth, cybersecurity, and anti-money laundering requirements, but are not typically required to protect

customers or their markets to the same extent that regulated securities exchanges or futures exchanges are required to do so. For example, U.S. state and federal regulatory regimes for digital currency exchanges have no specific requirements that exchanges detect, report or prevent manipulative trading activity, such as spoofing.

A lack of stability in digital currency exchanges, manipulation of digital currency markets by digital currency exchange customers and the closure or temporary shutdown of such exchanges due to fraud, business failure, hackers or malware, or government-mandated regulation may reduce confidence in the digital currencies generally and result in greater volatility in the market price of digital currencies. These potential consequences of an exchange's failure or failure to prevent market manipulation could adversely affect an investment in the Funds or the Underlying Funds.

Transaction Fees. Digital currency exchanges, wallet providers and other custodians and security vendors of digital assets may charge transaction fees that are higher relative to fees charged by custodians in many other financial markets. These relatively higher fees may be due to, among other factors, the significant scaling obstacles and security challenges that digital currencies, wallets and digital asset intermediaries face. Such high transaction fees could adversely affect the profitability of a Fund or Underlying Fund's investments and therefore the value of the interests in such fund. In addition, continued or increased high transaction fees could reduce the demand for and the price of digital currencies, which could adversely affect an investment in a Fund or an Underlying Fund.

Digital Currency Derivatives Markets. Regulated derivatives markets for digital currencies in the United States are developing as registered futures exchanges and swap execution facilitates, which are regulated by the CFTC, and are beginning to offer futures, options, and swaps on Bitcoin. Several CFTC-registered swap execution facilitates offer trading in digital currency swaps and both the CBOE and CME, which are registered futures exchanges do, or plan to, offer futures and options on digital currencies. There is, however, no assurance that any particular digital currency derivatives producers will be brought to market, that derivatives products will be created for digital currencies other than Bitcoin, or that trading in products that are offered will be liquid or at beneficial prices to the Funds or Underlying Funds. Additionally, digital currency "forks" or other similar events may pose significant challenges for derivatives exchanges or other markets to address. See "*Blockchain 'Forks'*" above.

The existence of regulated markets that offer trading in digital currency derivatives, the volume of transactions on those markets and the nature and sophistication of participants may impact a Fund's or an Underlying Fund's ability to take advantage of opportunities in the derivatives markets.

Competition from Other Methods of Digital Currency Investing. An investment in a Fund may be adversely affected by competition from other methods of investing in digital currencies, which could result in investor withdrawals and adversely affect an investment in the interests. A Fund will compete with other potential financial vehicles. Such competitors may invest in digital currencies, including through securities backed by or linked to digital currency exchange-traded products, or ETPs. Other competitors may invest in derivative financial products, which utilize digital currencies as the underlying asset. Market and financial conditions, and other conditions beyond the Fund's control, may make it more attractive for investors to withdraw interests in the Fund in order to invest in other such financial vehicles. Furthermore, more attractive investment products not currently on the market could develop, which may also lead to investors withdrawing interests in the Fund. Any such withdrawals may negatively affect the value of the interests in the Fund.

Prices for digital currencies may be affected by the sale of other digital currency financial vehicles that invest in and track the price of digital currencies. To the extent digital currency financial vehicles (other than the Funds and the Underlying Funds) tracking the price of digital currencies are formed and represent a significant proportion of the demand for digital currencies, large redemptions of the securities of these digital currency financial vehicles, or private funds holding digital currencies, could negatively affect prices, the Funds' holding of digital currencies and the value of the interests.

Risks Relating to Availability of Banking Services. Banks may not provide banking services, or may cut off banking services, to businesses that provide digital currency-related services or that accept digital currency as payment, which could damage the public perception of digital currency and the utility of digital currency as a payment system and could decrease the price of digital currency and adversely affect an investment in a Fund or an Underlying Fund.

Risks Related to Regulation of Digital Currency

Regulatory changes or actions may alter the nature of an investment in a Fund or an Underlying Fund or restrict the use of digital currencies or the operation of digital currency networks or exchanges in a manner that adversely affects an investment in a Fund or an Underlying Fund.

While regulation of digital currency is still nascent, as Bitcoin and other digital currencies have grown in both popularity and market size, the U.S. Congress and a number of U.S. federal and state agencies have been examining digital currency networks and exchange markets. Many of these state and federal agencies have issued consumer advisories regarding the risks posed by Bitcoin and other digital currencies to investors. In addition, U.S. federal and state agencies, and regulatory bodies in other countries have issued rules or guidance about the treatment of digital

currency transactions or requirements for businesses engaged in digital currency activity. Ongoing and future regulatory actions may alter, perhaps to a materially adverse extent, the nature of an investment in a Fund or the ability of a Fund to continue to operate.

Future Legislation and Regulation Worldwide Relating to Digital Currencies. It may be or become illegal to acquire, own, hold, sell or use digital currencies in one or more countries, and ownership of, holding or transfer of the interests in a Fund or Underlying Funds may be considered illegal and subject to sanction in those countries. The Adviser believes that this uncertainty has had and will continue to have an adverse effect on the price of digital currencies and therefore the value of an investment in the Funds and any Underlying Funds.

Loss, Theft or Restriction on Access of Digital Currencies. The Funds' and the Underlying Funds' digital currencies held in custody accounts will likely be an appealing target to hackers or malware distributors seeking to destroy, damage or steal the Funds' or Underlying Fund' digital currencies or private keys. Security breaches, cyber-attacks, computer malware and computer hacking attacks have been a prevalent concern for digital currency exchanges. Any cyber security breach caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses, could harm a Fund's or an Underlying Fund's business operations or reputation, resulting in loss of assets. Digital currency exchanges may in particular be at risk of cyber security breaches orchestrated or funded by state actors.

No storage system is impenetrable, and storage systems employed by a Fund, an Underlying Fund or their respective custodians may not be free from defect or immune to acts of God. Any loss due to a security breach, software defect or act of God generally will be borne by such Fund or Underlying Fund, as the case may be.

Such storage systems and operational infrastructure may be breached due to the actions of outside parties, error or insider malfeasance of an employee of the Adviser or its custodians, or otherwise, and, as a result, an unauthorized party may obtain access to the Adviser's, a Fund's, or a Fund's custodians' or security vendors' storage systems, private keys, data or digital currencies. Additionally, outside parties may attempt to fraudulently induce employees of the custodians or the Adviser to disclose sensitive information in order to gain access to a Fund's infrastructure. The Adviser, its custodians or any technological consultant engaged by them will periodically examine and propose modifications to storage systems, protocols and internal controls to address the use of new devices and technologies to safeguard a Fund's systems and digital currencies. As the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, or may be designed to remain dormant until a predetermined event and often

are not recognized until launched against a target, the Adviser may be unable to anticipate these techniques or implement adequate preventative measures. If an actual or perceived breach of a storage system occurs, a loss of confidence in digital currency networks may decrease the market price of a Fund's investments. An actual or perceived breach may also cause investors to seek to withdraw interests, which may harm a Fund's investment performances. In the event of an actual or perceived security breach of a storage system, a Fund may cease operations.

If a Fund's or an Underlying Funds' digital currencies are lost, stolen or destroyed under circumstances rendering a party liable to the Fund or the Underlying Fund, the responsible party may not have the financial resources sufficient to satisfy the Fund's claim. For example, as to a particular event of loss, the only source of recovery for a Fund or an Underlying Fund may be limited to the relevant custodian or, to the extent identifiable, other responsible third parties (for example, a thief or terrorist), any of which may not have the financial resources (including liability insurance coverage) to satisfy a valid claim of the Fund or the Underlying Fund.

It may not be possible to, and a Fund is not required to, obtain insurance that would cover losses associated with certain digital currency assets. If an uninsured loss occurs or a loss exceeds policy limits, one or more Funds or Underlying Funds could lose some or all of their respective assets.

Security Protocols. A Fund could experience unforeseen difficulties in operating and maintaining security procedures or other key elements of technical infrastructure. Security protocols have been designed specifically to provide security for the Fund's assets and may be expanded, updated and altered from time to time. Any effort to expand, update or alter the security system is likely to be complex, and unanticipated delays in the completion of these projects may lead to unanticipated project costs, operational inefficiencies or vulnerabilities to security breaches. In addition, there may be problems with the design or implementation of certain security protocols or with an expansion or upgrade thereto that are not evident during the testing phases of design and implementation, and that may only become apparent after the Fund has utilized the infrastructure. Any issues relating to the performance and effectiveness of the security procedures used by the Fund, its custodians and security vendors to protect its digital currency assets, such as algorithms, codes, passwords, multiple signature systems, encryption and telephone call-backs, may have an adverse impact on an investment.

The security procedures implemented by the Adviser, each Fund and its custodians and security vendors are technical and complex, and each Fund depends on these security procedures to protect the storage, acceptance and distribution of data relating to digital currency assets and the digital wallets into which the Fund deposits its digital currencies. These security procedures may not protect against all errors, software flaws or vulnerabilities. Defects in the security procedures may only be discovered after a failure in the custodians' and security vendors' safekeeping and storage

of the Fund's digital currency assets. Such custody and security systems may be implemented by the Adviser directly as well as by third party custody providers.

It is not uncommon for businesses in the digital currency space to experience large losses due to fraud and breaches of their security systems. For example, in September 2015, the global Bitcoin payment agent BitPay lost approximately \$1.8 million of Bitcoins due to a hacker's fraudulent impersonation of BitPay's Chief Financial Officer, or CFO, whereby the hacker was able to access the CFO's email account and successfully request BitPay's custodian to transfer funds.

Furthermore, a Fund's private keys required to transfer a Fund's digital currency assets could be stored on systems or vaults located across the world, depending on the practices and procedures of a Fund's custodians or security vendors, which could be subject to (i) hostile regulatory treatment of digital currencies, (ii) unforeseen social, economic or political unrest and (iii) natural or man-made disaster.

The Funds, the Adviser, the custodians, the security vendors and each of their agents will take measures to protect the Funds and their digital currency assets from unauthorized access, damage or theft. However, it is possible that the security procedures in place may not prevent the improper access to, or damage or theft of the Funds' digital currencies. A security breach could harm a Fund's reputation or result in the loss of some or all of the Fund's digital currency assets. A resulting perception that the security procedures do not adequately protect the Fund's digital currency assets may have an adverse impact on an investment in the Fund.

Changing Security Needs. The Funds' and the Underlying Funds' custodians' and security vendors' ability to adopt technology in response to changing security needs or trends poses a challenge to the safekeeping of each Fund's and the Underlying Funds' digital currency assets. Digital currency exchanges and large holders of digital currencies must adapt to technological change in order to secure and safeguard client accounts. The ability of the custodians and security vendors that are or will be employed by a Fund or an Underlying Fund (including, potentially, the Fund or the Underlying Fund itself, the Adviser, or affiliates of the Adviser) to safeguard the digital currencies that the Fund or Underlying Fund holds from theft, loss, destruction or other issues relating to hackers and technological attack, is based upon known technology and threats. As technological change occurs, the security threats to the custodial digital currency assets will likely adapt and previously unknown threats may emerge. Furthermore, the Adviser believes that the Funds and the Underlying Funds may become a more appealing target of security threats as the size of a Fund's or Underlying Funds' assets grows. If a custodian or security vendor is unable to identify and mitigate or stop new security threats, the custodial digital currency assets may be subject to theft, loss, destruction or other attack, which could have a negative impact on the performance of the Fund or Underlying Fund or result in loss of the Fund's or the Underlying Fund's assets.

Trade Execution. A Fund's investment and trading strategies depend on its ability to establish and maintain an overall market position in a combination of financial instruments selected by the Adviser. A Fund's trading orders may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, trading volume surges or systems failures attributable to the Fund, the Adviser, the Fund's counterparties, brokers, dealers, agents, or other market participants. In such event, the Fund might only be able to acquire or dispose of some, but not all, of the components of such position, or if the overall position were to need adjustment, the Fund might not be able to make such adjustment. As a result, the Fund would not be able to achieve the market position selected by the Adviser, which may result in a loss.

Uncertain U.S. Federal Income Tax Treatment. Due to the new and evolving nature of digital currencies and a general absence of clearly controlling authority with respect to digital currencies, many significant aspects of the U.S. federal income tax treatment of digital currencies (including with respect to the amount, timing and character of income recognition) are uncertain. The proper treatment for U.S. federal income tax purposes of swaps and certain other derivative financial instruments referencing digital currency is also not clear. There can be no assurance that the Internal Revenue Service (the "IRS") will agree with the positions taken by a Fund, any Underlying Fund or any Fund investment vehicle, and it is possible that the IRS will successfully challenge any of these positions. Moreover, it is possible that, with respect to certain issues, a Fund will take positions with respect to its direct investments that are different from the positions taken by one or more Underlying Funds that are not managed by the Fund or any of its affiliates. In that case, the differing positions could increase the risk of an IRS audit.

Litigation and Claims. A Fund, the Adviser, and its affiliates as independent legal entities, may be subject to lawsuits or proceedings by government entities or private parties. Except in certain limited circumstances, expenses or liabilities of a Fund arising from any suit will be borne by such entities.

Fund-of-Funds Investment Risks

A Fund-of-Funds Does Not Participate in the Management of Underlying Funds. A Fund that is a fund-of-funds or invests a portion of their assets un Underlying Funds will generally have no or limited rights and ability to participate in the management or control of the business of any Underlying Fund and thus must rely substantially upon the ability of the Underlying Fund managers with respect thereto and with respect to making and monitoring investments. There is no guarantee that the Underlying Fund managers will act in accordance with any disclosure documents or descriptive materials given by them to the Fund. In addition, such Fund will

generally not have an opportunity to evaluate the specific investments made by any Underlying Fund manager or the terms of such investments.

Payment of Performance Fees and Allocations to Underlying Fund Managers. An Underlying Fund manager will receive any performance-based fees and allocations to which it is entitled, irrespective of the performance of the other Underlying Fund investments or a Fund as a whole. An Underlying Fund manager with positive performance may receive a performance-based fee or allocation indirectly from the Fund and the investors, even if the Adviser would not be eligible to receive an incentive allocation due to application of the high-water mark.

Lack of Coordination among Investments. No assurance can be given that the collective performance of the investments will result in profitable returns for a Fund that is a fund-of-funds. The good performance achieved by one or more investments may be neutralized by the poor performance experienced by other investments. Each Fund and its Underlying Funds will invest independently of one another and may at times hold economically offsetting positions. Consequently, at any particular time, the Fund or an Underlying Fund may be purchasing investments that, at the same time, are being sold by another Underlying Fund or by the Fund. Investing in this manner could cause the Fund to incur directly or indirectly certain transaction costs without accomplishing any net investment result. Alternatively, the Fund and the Underlying Funds may employ similar strategies or invest in some of the same assets, resulting in less diversification to the Fund than is desired.

Reliance on Third-Party Fund Management. A Fund that is a fund-of-funds intends to invest in Underlying Funds managed by Underlying Fund managers who are unrelated to the Adviser and its affiliates and, directly or indirectly, in investments selected by such unrelated Underlying Fund managers. The success of the Fund depends upon the ability of the Underlying Fund managers to develop and implement strategies that achieve the Fund's investment objective. Although the Adviser will attempt to evaluate each Underlying Fund based on criteria such as its investment strategy and past performance as well as past performance of its Underlying Fund manager with respect to other investment products, past performance may not be a reliable indicator of future results. Underlying Fund managers may not be registered as investment advisers with the SEC, making it more difficult for the Adviser to scrutinize such Underlying Fund managers' credentials. None of the Adviser, the General Partner or directors, as the case may be, or their affiliates will have an active role in the day-to-day management of the Underlying Funds in which the Fund invests. Moreover, the Adviser will generally not have the opportunity to evaluate the specific investments made by any unaffiliated Underlying Fund manager before they are made, and may not be able to dispose of an investment in an Underlying Fund if the Adviser is dissatisfied with such Underlying Fund's performance. Accordingly, the returns of a Fund will depend on and could be substantially adversely affected by the performance of such unrelated Underlying Fund managers.

Potential Layering of Fees. A Fund may access Portfolio Companies indirectly by investing in Underlying Funds managed by third-party Portfolio Managers that, in turn, invest in Portfolio Companies. The Fund's investments in Underlying Funds will be subject to asset and performance-based fees to the Portfolio Managers of those Underlying Funds as well as a pro rata share of expenses. Investors also pay the management fee and carried interest at the Fund level. This results in a layering of fees and expenses at each level of investment in which the Fund invests. This layering of fees and expenses may result in a higher cost of investment than would be associated with a direct investment.

Reliance on Third-Party Financials in Issuing Audited Statements. A Fund's ability to issue its own audited financial statements will often be contingent on the receipt of audited financial statements from underlying third-party entities in which the Fund has invested. Following the close of any given fiscal year, one or more such third parties may fail to distribute audited financial statements in a sufficiently timely manner to facilitate the Fund's issuance of its own audited financial statements within 180 days of such close. A Fund's issuance of audited financial statements for a particular fiscal year may therefore be substantially or indefinitely delayed due to a reliance on third-party financials.

Risks Related to Secondary Investments

Increased Competition for Secondary Investment Opportunities. The market for secondary investment opportunities in Portfolio Companies and Underlying Funds is highly competitive, with an increasing number of capital pools targeted at this sector. Given the significant amount of capital available for secondary investments, there is no guarantee that a Fund's capital commitments will be fully or profitably utilized. There can be no assurance that the Adviser will be able to identify sufficient investment opportunities or that it will be able to acquire sufficient secondary investments on attractive terms.

Secondary Interests Acquired on an All or Nothing Basis. In the secondary market, a Fund will typically purchase the entirety of a seller's interest in the relevant Underlying Fund on an "all or nothing" basis. Some of the securities in a Underlying Fund's portfolio may be less attractive than others, but secondary investments in Underlying Funds generally are not structured in a way to allow the Adviser to select only the most attractive positions in a portfolio for investment. In addition, sellers of limited partnership interest in the secondary market often will be selling a number of Underlying Fund interests on a pooled basis. In these circumstances, certain sponsors of Underlying Funds may be more familiar to the Adviser, more experienced or more highly regarded than others. Additionally, it might be more difficult for a Fund to successfully value and close on multiple Underlying Fund investments being sold on a pooled basis.

Contingent Liabilities; Exposure to Credit Risk. In a secondary transaction, a Fund may assume

contingent liabilities associated with events occurring prior to a Fund's acquisition. For example, if the seller received distributions from the Underlying Fund and then such Underlying Fund recalls one of those distributions, a Fund may be obligated to return monies equivalent to such distributions. A Fund may also be liable to an Underlying Fund in the event that the seller breached any of the representations, warranties and covenants made to the Underlying Fund prior to the transfer of interests. Although in many cases, pursuant to the purchase and sale agreement or equivalent documentation associated with a secondary market transaction (each, a "Secondary Purchase Agreement"), a Fund would generally have a claim against the seller to be reimbursed for such payments or damages, there is no guarantee that a Fund would have the ability to make such a claim or, if such claim is made, that a Fund would prevail. Even if a Fund were to prevail on such a claim, it is possible that the seller will not have sufficient assets to satisfy a judgment against it. Additionally, there can be no assurance that each Secondary Purchase Agreement negotiated by a Fund will contain these contractual protections.

As a result of purchasing a secondary interest in a Portfolio Company or Underlying Fund from a seller instead of directly investing, a Fund will assume certain additional liabilities and may be exposed to the credit risk of the selling party. Generally, Secondary Purchase Agreements and related documents do not contain any representations or warranties about the condition of the relevant Portfolio Company or Underlying Fund from either the seller or the applicable company officers or Portfolio Manager. As a result, a Fund may incur liabilities to which it would not otherwise be exposed if investing directly in such Portfolio Company or Underlying Fund. A Fund generally will be required to pay at least a portion of the expenses related to such secondary transfer, including legal, brokerage and accounting expenses.

Stages of Capital Deployment. The Adviser may consider an investment in Underlying Funds that are at various stages of capital deployment, including those that have already made investments and those that have not. While the Adviser typically will have the ability to review and evaluate existing investments made by prospective Underlying Funds, there can be no guarantee that such review will be exhaustive, that existing investments will be representative of the investments made over the life of such Underlying Fund or that such investments will be profitable. In certain cases, there may be limited information available as to the existing investments of an Underlying Fund, and Portfolio Managers typically will not make representations or warranties as to the condition of any underlying investment. Furthermore, as a limited partner in an Underlying Fund, neither a Fund nor the Adviser will have any input on the terms or structure of such investments or the timing of capital calls, distributions or reporting from such Underlying Funds. A Fund must rely on its Portfolio Managers for such investment, management and valuation decisions.

Linked Secondaries. At times, a Fund may acquire a secondary market interest in an Underlying Fund and a corresponding portfolio investment (or commitment to make an investment) in a separate vehicle sponsored by the same Portfolio Manager. This corresponding investment may be less attractive, but it may not be possible to exclude such purchase. Additionally, a Fund could

make a primary investment as a “toe-hold” investment, for example in an investment fund managed or advised by a Portfolio Manager that the General Partner believes could be a source of future secondary investment opportunities. Such primary investments could be less attractive than other opportunities available to a Fund.

It is possible that a Fund may participate alongside one or more other accounts in linked secondaries, or that such other accounts will be given priority allocations with respect to such transactions. If this occurs, a Fund may be allocated a greater or lesser proportional share of commitments to corresponding portfolio investments than its proportional share of the secondary transaction.

Undervalued Investments. A Fund’s investment strategy may be dependent upon certain secondary investment opportunities being available for purchase at a discounted or “undervalued” price. The increased number of secondary buyers in the marketplace may place upward pressure on the prices of secondary opportunities. There is no guarantee that a Fund will be able to identify a sufficient number of these discounted investments. Even if a Fund were able to purchase interests at what appears to be a discount, there is no guarantee that such investment will generate a positive return. Additionally, as discussed above, the valuation of secondary investments may be based on limited information and is subject to certain uncertainties.

Complex Due Diligence and Valuation Process. The quality of a secondary investment is largely dependent on the purchase price, but while the General Partner will perform due diligence and negotiate this price based on relevant information, there is no guarantee that such information will be complete or accurate. There is no guarantee that the due diligence undertaken will reveal all relevant facts that may be necessary or helpful in evaluating a particular investment opportunity, or that the General Partner can independently verify information regarding an investment’s historical performance and business strategy, and there can be no assurance that such due diligence will result in the investment being a success.

Furthermore, to obtain access to due diligence prepared by sellers, Portfolio Managers or other third parties, the General Partner likely will be required to enter into agreements that may limit the rights of the General Partner to bring legal actions against such third parties relating to reliance on such due diligence. Therefore, if the due diligence relied upon contains errors or omissions, or is otherwise inadequate, a Fund may have limited or no recourse against the provider thereof.

In certain instances, a Fund may seek to negotiate the terms of an investment with the relevant Portfolio Company, Underlying Fund or Portfolio Manager, or even negotiate such terms with an Underlying Fund’s investors, which may include the need to seek the consent of such investors to amend the terms of the Underlying Fund’s governing documents or to otherwise approve the transaction. In the secondary market, transactions are often negotiated and closed on an expedited timeline, and counterparties will generally be less open to negotiating the terms of underlying

partnership agreements or other operating documents with transferees. To take advantage of available secondary investment opportunities, the General Partner may deem it necessary to make investment decisions on an expedited basis and with more flexibility towards the terms of these underlying agreements than it might otherwise. These dynamics could require investment decisions with less information, and following less negotiation, as compared to norms in other markets.

Continuation Vehicles. A Fund may invest in continuation funds or vehicles, or otherwise participate in GP- or adviser-led secondary transactions, which have become increasingly popular. The typical goals of a continuation vehicle are to hold onto an existing investments in the hope of larger returns at a later date, and to provide a path to liquidity for existing investors. In general, one or more assets of an existing fund (often one that is nearing the end of its term) are acquired by a new vehicle managed by the same sponsor (such new vehicle, a “continuation fund”). The investors in the existing fund are usually given the option either to sell their interests or to “roll” their interests into the continuation fund in order to remain invested in the underlying asset. Certain new investors are generally permitted make capital contributions to the continuation fund, which capital serves to provide liquidity for those investors in the existing fund that elected to sell their interests. The terms of a continuation fund are negotiated between the sponsor and the new investors, but investments in continuation funds are nonetheless subject to significant risks and conflicts of interest. For instance, many such transactions are never completed as a result of disagreements on value and concerns about the rationale for the relevant transactions.

The affiliated nature of these transactions and a sponsor’s involvement with both the selling and purchasing entities give rise to conflicts of interest. The sponsor has an incentive to maximize the purchase price for the investments on behalf of the selling fund, which would benefit the sponsor by potentially making it more likely that such sponsor will earn carried interest (or will earn more carried interest) with respect to the selling fund, which would be to the detriment of a purchasing continuation fund and its investors. Furthermore, following such a transaction, the sponsor may be entitled to receive management fees and potentially carried interest with respect to the purchasing continuation fund, which it would not receive if the investments were sold to an unrelated third-party. As a result, there are significant risks that any investment by a Fund in a continuation fund, or participation by a Fund in a GP- or adviser-led secondary, would require a Fund and its Limited Partners to bear an aggregate amount of fees and carried interest greater than it otherwise would have paid in a transaction involving unrelated third parties.

A sponsor may also require an investor in a continuation fund to make an investment in another existing or future fund managed by the same sponsor, which (a) incentivizes the sponsor to favor such investors because of the potential for the sponsor and its affiliates to earn additional fees with respect to any such investment or commitment to invest and (b) could affect the price such investors offer to purchase the asset from the selling fund. Additionally, conflicts of interest arise in continuation transactions as a result of the allocation of fees and expenses, because fees and

expenses will be incurred in connection with the transaction, and an adviser might determine to allocate bankers' fees and certain other fees and expenses solely to selling investors and not to the "rolling investors" or "new investors" in the purchasing fund or vice versa. Further, the consideration paid by a continuation fund and, where applicable, such other purchasing fund(s), may be more or less than what the transferred investments are ultimately worth had they been sold to one or more other buyers in one or more separate transactions, including via an outright sale to a third party.

In addition, in August 2023, the SEC released final rules governing GP-led secondary transactions, which may have a chilling effect on the availability of continuation funds in which a Fund could participate. While the rule is not yet in effect, it will require registered investment advisers engaging in a GP-led secondary transaction to satisfy new requirements, including the delivery of either a fairness opinion or a valuation opinion in connection with a GP-led secondary transaction, as well as a written summary of any material business relationships that the adviser or any of its related persons has (or has had) with the independent opinion provider within the two-year period leading up to the provision of the fairness or valuation opinion.

Furthermore, the market for such GP-led secondary transactions is still relatively young and creates additional cost, capitalization, transparency, valuation and pricing risks for a Fund.

Item 9 – Disciplinary Information

Item 9 is not applicable to the Adviser.

Item 10 – Other Financial Industry Activities and Affiliations

Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities.

In addition to serving as a principal owner and managing member of both Passport and Nimble, Mr. Burbank serves as managing member of a number of other entities, including Passport Holdings, LLC, which in turn serves as general partner of Suite Roll Access Fund LP, and Passport Ventures II, LLC, which in turn serves as general partner of Passport Digital Network, L.P, Nimble Partners GP, LLC and Nimble Partners GP II, LLC. In the course of the Adviser's investment activities, the interests of one or more Funds may conflict with those of one or more other Funds, the Adviser and/or their respective affiliates. The Adviser has implemented policies and procedures, including with respect to investment and expense allocations, in accordance with its objective to treat all Funds in a fair and equitable manner.

Mr. Burbank and the other principals of the Adviser devote to the Funds as much of their time as, in their respective judgments, is appropriate in connection with the Funds' activities. The Adviser, its principals, and their respective affiliates will also devote time to other business activities.

Please see Item 8 above for further discussion of certain risks relating to compensation that the Adviser is eligible to receive in connection with its investment in Underlying Funds. Please see Item 11 below for further discussion of certain material conflicts of interest arising in the course of the Adviser's business, as well as a discussion of the Adviser's policies for addressing such conflicts.

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

The Adviser is committed to the highest legal and ethical standards in the investment management industry. The Adviser has adopted a Code of Ethics (the “Code of Ethics”) for all supervised persons describing its standards of business conduct in accordance with the Adviser’s fiduciary duty to its Clients, as well as with applicable law. Among other things, the Code of Ethics: (i) establishes standards of business conduct that are required of the Adviser’s supervised persons (“Supervised Persons”) and that are designed to reflect the Adviser’s fiduciary duty to its Clients; (ii) requires Supervised Persons to comply with applicable federal securities laws; (iii) requires Supervised Persons to report their personal securities transactions and holdings to the Adviser for its review; (iv) requires Supervised Persons to report any violations of the Code of Ethics to the Adviser’s Chief Compliance Officer (the “CCO”); (v) requires the Adviser to provide each Supervised Person with a copy of the Code of Ethics; and (vi) requires each Supervised Person to acknowledge in writing their receipt of the same along with any amendments. Any Supervised Person found to have violated the Code of Ethics will be subject to remedial actions by the Adviser, including, but not limited to, referral to regulatory authorities in accordance with applicable law, termination of employment, monetary fines, mandated position sales, disgorgement of profits, cancellation of trades and written warnings. The Adviser will provide a copy of the Code of Ethics to current or prospective Clients upon request.

The Adviser and its affiliates engage in a broad range of investment activities. In the ordinary course of its business, conflicts of interest may arise with respect to the Adviser, its affiliates and the Funds. Certain material conflicts of interest encountered by the Funds are discussed below and in the relevant Fund Documents, although it is possible that additional conflicts may arise. Using its best judgment and sole discretion, the Adviser will determine and address any such conflicts of interest in accordance with the Code of Ethics and applicable law.

The Adviser and its members, owners, directors, officers and employees, as well as their immediate family members, may trade for their own accounts in securities that are recommended to and/or purchased for the Adviser’s Funds. The Adviser monitors personal trading activity, and the Code of Ethics generally requires pre-clearance of such transactions and restricts trading of securities in close proximity to Fund trading activity. While the Code of Ethics is designed to prevent the personal securities transactions, activities and interests of employees and other Supervised Persons from interfering with their duty to act in the best interests of the Funds, it is possible that actual or apparent conflicts of interest may arise with respect to such trading.

The Adviser’s personnel have invested and may in the future invest in securities, commodities, private companies, cryptocurrencies and related instruments and/or Underlying Funds for their personal trading accounts or foundations for which they may serve as a trustee. The Adviser’s personnel have held and may in the future hold interests in Underlying Funds that are or are

expected to be the subject of investment by one or more Funds. The trading activity of the Adviser's personnel may at times differ from or be inconsistent with activities undertaken for the accounts of one or more Funds in such Underlying Funds and instruments. For example, an employee of the Adviser may purchase an instrument for a personal account while a Fund is selling the same instrument. Alternatively, an employee of the Adviser may take a short position in an instrument for a personal account while a Fund maintains a long position in the same instrument. In addition, personnel of the Adviser may make seed investments with respect to certain Underlying Funds, and such seed investments may entitle such personnel to receive amounts in respect of Management Fees or performance compensation otherwise payable to the managers of such Underlying Funds. The foregoing personal investments may give rise to conflicts of interest by creating an incentive for the Adviser to cause one or more Funds to make an investment in such Underlying Funds in order to increase the likelihood that such Underlying Funds will be successful. The Adviser's personnel will not receive any additional fees in connection with a Fund's investment in such Underlying Funds. Inherent conflicts of interest will also arise in allocating management time, services and functions as between the Funds in which the Adviser's affiliates, employees, officers, directors, principals or members may have a greater financial interest.

Periodically, the Adviser may seek to adjust or rebalance Client investment accounts or portfolios by effecting cross trades between or among such Client investment accounts, including accounts of Funds in which the Adviser and/or its affiliates are invested (i.e., causing one or more such Funds to sell securities to one or more other Funds). Cross trades may create conflicts of interest between or among the Adviser and the accounts of Clients participating in the cross trades. In effecting cross trades, the Adviser seeks to reduce the transaction costs to its participating Clients with respect to such account adjustments. All such cross trades will be consistent with the investment objectives and policies of each Client involved in the trades and generally will be effected at the current independent market price of the securities involved in the trades, as determined by the Adviser or an authorized representative. If no independent market price is available, a cross trade will not be effected subject to limited exceptions requiring express approval of an alternative pricing methodology by the Adviser. Notwithstanding the foregoing, if the assets of any Client account are deemed to be "plan assets" under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the Adviser will not effect cross trades with respect to that Client's account unless the Adviser determines that the account's participation in cross trades would not result in a prohibited transaction under ERISA. Notably, certain of the Adviser's strategies do not participate in cross trades.

The Adviser or its affiliates may enter into "principal transactions" with Clients within the meaning of Section 206(3) of the Advisers Act in which any of the Adviser or such affiliates will act as principal for its own account with respect to the sale of a security to or purchase of a security from a Client. Principal transactions and other significant transactions between a Fund and the Adviser

or its affiliates will be effected in compliance with applicable law. In analyzing such trades, the Adviser may face a conflict between its own best interests and those of the applicable Client.

The Adviser anticipates that, in appropriate circumstances, and consistent with a Fund's investment objectives, it may cause the Fund to purchase or sell securities in which the Adviser, its affiliates and/or other Funds, directly or indirectly, may have a position of interest.

The Adviser manages portfolios on behalf of its Clients for which certain securities or investment opportunities may be appropriate for more than one Fund. The Adviser has adopted an allocation policy, which is designed to ensure that trades and investment opportunities are allocated on a fair and equitable basis as between Clients. In allocating investment opportunities among Clients, the Adviser will consider a number of factors, which may include, without limitation: the investment objectives of the respective Client; the current exposure of each Client to that particular position or that particular sub-sector and available investable funds of the Client; the target allocation of each Client for that particular position or that particular sub-sector; any investment guidelines of the Client, including those related to diversification, concentration and minimum and maximum size; and the liquidity profile of the investment opportunity.

The Adviser adopts and maintains formal, written policies and procedures for all existing and new Funds that address eligibility and allocation in regard to such investment opportunities in initial public offerings, with special attention to the suitability of such investments for a particular Fund in light of the investment objectives and strategies of such Fund.

The Adviser may obtain limited investment opportunities in certain securities where the Adviser determines that a portion of such securities are appropriate for investment by some or all of the Funds, including certain Funds that may be formed for the purpose of participating in co-investment opportunities. The Adviser will first allocate to the Funds their appropriate share of the availability investment opportunity. The Adviser may elect to make the remaining portion, if any, available for co-investment to current and prospective investors, the Adviser and/or its affiliates and personnel. As such, the Adviser and/or its affiliates and personnel may hold the same securities that are held by a Fund or certain of the investors therein, and this may give rise to conflicts of interest among the Adviser, such affiliated holders and the respective Fund or investors.

The Adviser may accept as investors in a Fund certain affiliated entities and individuals, as well as other private investment vehicles of which the Adviser is a general partner, manager, or investment adviser. For example, the Adviser, its employees or a related entity will generally have an investment in the Funds. Personnel of the Adviser may make seed investments with respect to certain Underlying Funds, which may lead to certain conflicts of interest, although the personnel will not receive any additional fees in connection therewith. Therefore, the Adviser, its employees or a related entity may participate, indirectly, in transactions effected for the Funds, which may give rise to conflicts of interest between said parties.

Item 12 – Brokerage Practices

The Adviser does not utilize research or other products or services from a broker-dealer or other third party in connection with Client securities transactions.

It is the Adviser's fiduciary obligation to use its best efforts to seek to obtain a reasonable commission rate in relation to the quality of the execution and the value of brokerage services received from a broker, dealer or other third party effecting one or more transactions for a Fund. Subject to its duty to seek to obtain best execution and the relevant Fund Documents, the Adviser has absolute discretion in engaging brokers, dealers and other third parties, and the evaluation of any such current or potential engagements will generally be overseen by the Adviser's Chief Operating Officer (the "COO"). If the Adviser determines in good faith that the commissions charged by a third party are reasonable in relation to the value of the brokerage services provided, a Fund may pay commissions to such third party in an amount greater than another third party might charge.

The Adviser considers a number of factors in engaging brokers, dealers and other third parties to effect transactions for its Clients. These factors may include one or more of the following: execution capability; commissions and pricing; block trading coverage for a particular security; effective communications; ability to position the proposed trade; distribution and underwriting capabilities; use of electronic efficiencies; ability to settle trades efficiently; financial stability; ancillary services; and general reputation.

The Adviser will not initiate or maintain a relationship with a broker-dealer that is: suffering business continuation difficulties that have been publicly reported upon that in the opinion of the CCO impacts its ability to perform; or a party to litigation or the subject of government investigation that in the opinion of the CCO impacts its ability to perform.

Item 13 – Review of Accounts

One or more members of the Adviser’s investment committee (the “Investment Committee”), which is comprised of John H. Burbank, III, Ken Wallace, Sumeet Jain, Seth Spalding and Julie Kim, reviews each Fund’s account on a regular basis with respect to performance, allocations, general macro trends and liquidity.

The Adviser provides investors in each commingled Fund with quarterly statements including, among other things, the approximate net asset value or balance of the investor’s account with respect to the Fund.

Item 14 – Client Referrals and Other Compensation

The Adviser may compensate certain non-Supervised Persons for referrals of investors to invest in one or more Funds. Under such circumstances, the Adviser will generally enter into agreements with appropriately credentialed persons, including registered broker-dealers as well as others, providing for the payment to such persons of compensation in proportion to the investment amounts received or compensation amounts earned by the Adviser that are attributable to the such referrals. Any such fees are paid by the Adviser and not by any Client. Referral arrangements may create an incentive for such persons to favor sales of interests in a particular vehicle over sales of interests in other vehicles for which lower or no referral fees are paid. Prospective investors should take into account any such potential fee arrangements when considering any recommendations relating to an investment in a Fund. Please see Items 5, 6 and 11 above for further discussion of the compensation that the Adviser receives in connection with its business.

Item 15 – Custody

With the exception of certain instruments evidencing ownership of certain privately issued securities and digital assets, custody of the securities of each Fund is maintained under clearing broker arrangements with one or more clearing brokers or banks (each, a “Custodian”) selected by the Adviser in its sole discretion. Each Custodian is a “qualified custodian” as defined in Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended. Where applicable, investors should compare any Fund account statements received from a Custodian against Fund account statements received from the Adviser.

Custody of any digital assets held for a Fund’s account will generally be maintained by the Adviser and/or third-party custodians or wallet providers selected by the Adviser. To the extent available and practicable, the Adviser will maintain a Fund’s digital assets with a qualified custodian in an account in the name of the Fund or in an omnibus account under the name of the Adviser as agent or trustee for the Fund. The Adviser has developed policies and procedures for the safekeeping of such digital assets. The Adviser may determine, in its sole discretion, to generate and/or hold private keys when maintaining internal custody of certain digital assets. Currency exchanges may require the Adviser to provide control of such private keys when the exchange is utilized by one or more Funds, and such exchanges will generally take various measures to safeguard the digital assets held but are subject to additional risks as described herein. The Adviser is responsible for taking such steps as it determines, in its sole discretion, to be required to maintain access to these keys and to prevent their exposure from hacking, malware and general security threats. To the extent that such a security system is breached, any loss of a Fund’s digital currencies may adversely affect an investor’s investment and could result in total loss of capital.

The Adviser also engages an independent public accountant registered with, and regularly examined by, the Public Company Accounting Oversight Board to conduct annual financial audits of each Fund prepared in accordance with U.S. Generally Accepted Accounting Principles. Subject to the relevant Fund Documents, the Adviser will generally use its commercially reasonable efforts to provide audited financial statements to each Fund investor within 120 days or (180 days with respect to funds-of-funds) after the close of a Fund’s fiscal year.

Item 16 – Investment Discretion

Subject to the relevant Fund Documents, the Adviser accepts discretionary authority with respect to the accounts held by each Fund. This authority is established pursuant to a subscription agreement or other agreement appointing the Adviser as each Fund investor's true lawful representative and attorney-in-fact.

Item 17 – Voting Client Securities

When the Adviser has discretion to vote a proxy on behalf of one or more Clients, it will seek to vote the proxy in its Clients' best interests. The Adviser will not vote a proxy if, in the opinion of the Adviser, the cost of doing so exceeds the expected benefits to the relevant Clients, and Clients are not generally permitted to direct the Adviser's proxy votes. If potential or actual conflicts of interest arise between the best interests of a Client and those of the Adviser with respect to a proxy vote, the Adviser will seek appropriate consent to vote the proxy or otherwise delegate voting authority to the Client or a qualified third party. The determination and resolution of any conflict will be addressed by the Adviser in accordance with its policies and procedures, as well as with applicable law.

Upon request, the Adviser will provide a Fund investor with an explanation as to how the Fund voted or abstained from voting any proxy relating to one or more securities held by the Fund, including the date of such action and the basis for the decision to vote or abstain. A copy of the Adviser's voting policies and procedures is also available to current and prospective Clients upon request.

Item 18 – Financial Information

Item 18 is not applicable to the Adviser.

Item 19 – Requirements for State-Registered Advisers

Item 19 is not applicable to the Adviser.