

Item 1. Cover Page

AH Capital Management, L.L.C.

2865 Sand Hill Road
Menlo Park, CA 94025
650-798-5000

Part 2A of Form ADV: Firm Brochure
March 29, 2024

This brochure (“Brochure”) provides information about the qualifications and business practices of AH Capital Management, L.L.C. If you have any questions about the contents of this brochure, please contact us at compliance@a16z.com. 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 AH Capital Management, L.L.C. (the “Adviser”) also is 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.

Item 2. Material Changes

This Brochure, dated March 29, 2024, is filed as an annual updating amendment.

This Brochure includes updates to disclosures that are intended to track recent updates that have been made to the Organizational Documents of the Funds (each as defined below in Item 4). While the following is a summary of material changes from the prior Brochure, please review the entirety of this Brochure for important information.

- Item 5 has been updated to track the disclosures in the Organizational Documents, particularly with respect to the description under “Allocation of Expenses.”
- Item 8 has been updated to track the disclosures in the Organizational Documents, particularly with respect to the risk disclosures.
- Item 10 has been updated to track the disclosures in the Organizational Documents, particularly with respect to the description under “Outside Activities of Adviser Personnel.”
- Item 11 has been updated to track the disclosures in the Organizational Documents. This item discusses various actual and potential conflicts of interest arising from the activities of the Adviser and its related persons.

Item 3. Table of Contents

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Item 4. Advisory Business

For purposes of this brochure, the “Adviser” means AH Capital Management, L.L.C., a Delaware limited liability company, together (where the context permits) with its affiliated general partners of the Funds (as defined below). The Adviser provides investment advisory services to pooled and other investment vehicles (“Funds”) that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”) and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”).

The Funds invest primarily in early stage and later-stage privately held companies as well as Digital Assets, as defined below in Item 8, although certain Funds invest and/or hold securities in public companies from time to time. The Adviser’s advisory services consist of investigating, identifying and evaluating investment opportunities, structuring, negotiating and making investments on behalf of the Funds, managing and monitoring the performance of such investments and disposing of such investments.

The Adviser provides investment advisory services to the Funds in accordance with the limited partnership agreement of each Fund and separate management services agreement (each, an “Advisory Agreement”).

Investment advice is provided directly to the Funds, subject to the discretion and control of the applicable Fund’s general partner (a “General Partner”), and not individually to the investors in a Fund (the “Investors” or the “Limited Partners”). Services are provided to a Fund in accordance with the Advisory Agreement with a Fund and/or organizational documents of a Fund. Investment restrictions for a Fund, if any, are established in the organizational or offering documents of the Fund, Advisory Agreements and/or side letter agreements negotiated with investors in the Fund (such documents collectively, the Fund’s “Organizational Documents”).

The principal owners of AH Capital Management, L.L.C. are Marc Andreessen and Ben Horowitz. The Adviser has been in business since 2009. As of December 31, 2023, the Adviser manages \$56,035,682,377 in regulatory assets under management, on a discretionary basis. The Adviser does not manage assets on a non-discretionary basis.

Item 5. Fees and Compensation

The Adviser receives Advisory Fees and Carried Interest, each defined below, from the Funds. Additionally, consistent with each Fund's Organizational Documents, the Funds bear certain out-of-pocket expenses incurred by the Adviser in connection with the services provided to the Funds and/or their portfolio companies. Further details about such fees and expenses are set forth below.

Advisory Fees

As compensation for investment advisory services rendered to a Fund, the Adviser receives an advisory fee (an "Advisory Fee") calculated based on the Fund's committed capital, invested capital, aggregate acquisition cost of Fund investments, or net asset value. Advisory Fees may be reduced during the life of a Fund. Advisory Fees paid by a Fund may also be reduced by other fees or compensation received by the Adviser or its affiliates that relate to such Fund's activities and investments, or by certain organizational or other expenses borne by such Fund, as described in more detail below. Advisory Fees paid by a Fund are indirectly borne by investors in such Fund.

Advisory Fees billed to and received from the Funds are payable quarterly in advance. Upon termination of an Advisory Agreement, Advisory Fees that have been prepaid are returned on a prorated basis. The precise amount of, and the manner and calculation of, the Advisory Fees for each Fund are established by the Adviser and are set forth in each Fund's Organizational Documents, which are received by each investor prior to investment in a Fund. The Advisory Fees and other fees and distributions described herein are generally subject to modification, waiver or reduction by the Adviser in its sole discretion. A waiver does not obligate the Adviser to waive fees in the future. The fee structures described herein may be modified from time to time.

Certain investors in the Funds that are employees, business associates and other "friends and family" of the Adviser or its personnel ("Adviser Investors") will not typically pay Advisory Fees or Carried Interest in connection with their investment in a Fund. Notwithstanding that Adviser Investors will generally not pay Advisory Fees, Adviser Investors will pay for their pro rata share of certain Fund expenses or the pro rata portion of such Adviser Investors' expenses will be allocated to the Adviser or the General Partner of a Fund.

The Advisory Fees paid by a Fund will generally be reduced by the amount of fees (not expenses) paid by the Funds to persons acting as a placement agent in connection with the offer and sale of interests in the Fund to certain potential investors. Further, fees and expenses incurred by the Adviser in connection with the organization of the Fund are capped at a limit specified in each Fund's Organizational Documents.

In addition, while the Adviser does not currently anticipate receiving transaction fees, monitoring fees, consulting fees, director's fees (or other compensation), break-up fees or similar fees from actual or prospective portfolio companies of the Funds ("Other Fees"), to the extent the Adviser or its affiliates do receive Other Fees, the Advisory Fees paid by a Fund will generally be reduced by up to the full amount of such Other Fees. The amount and manner of the foregoing reductions are set forth in the Organizational Documents of the Funds. To the extent a reduction relates to more

than one Fund, the Adviser shall allocate the resulting Advisory Fee reduction among the applicable Fund(s) in proportion to their interest (or prospective interest) in the relevant investment. Generally, the portion of Other Fees allocable to capital invested by a co-investment vehicle or third-party co-investor that does not pay Advisory Fees will be retained by the Adviser and such amounts will not offset any Advisory Fee. Due to the timing of receipt of compensation subject to offsets, Fund investors will not receive the full benefit of reductions or offsets. Fund investors will not receive the benefit of offsets in periods where Advisory Fees are waived. Other Fees may be substantial and may be paid in cash, in kind of the portfolio companies or investment vehicles (or rights thereto) or otherwise. In many cases with respect to the implementation of the arrangements described above, there is not an independent third-party involved on behalf of the relevant portfolio company. Therefore, a conflict of interest exists in the determination of any such fees and other related terms in the applicable agreement with the portfolio company.

Other Fees do not include fees or compensation, including equity compensation, received by any individual whose primary relationship with the Adviser is as mere “venture partner”, “entrepreneur-in-residence”, “executive-in-residence”, consultant, contractor, scout, advisory partner or adviser (as those terms are generally understood in the venture capital and private equity industries) (collectively, “Special Consultants”), even if such individual technically qualifies as an “employee” of the Adviser or a Fund’s General Partner under applicable law; provided, that fees received by full-time, permanent employees of the Adviser or the Fund’s General Partner will be considered Other Fees to the extent they otherwise satisfy the definition of “Other Fees” included above.

Expenses

Adviser Expenses

To the extent provided in the Organizational Documents of a Fund, the Adviser will pay out of Advisory Fees the following normal overhead and administrative expenses incurred by the Adviser or its affiliates in connection with the management of the Fund: (i) salaries and wages of employees of the Fund, its General Partner, the Adviser and their respective affiliates (other than Carried Interest described in Item 6 below), (ii) travel and entertainment expenses of the Fund’s General Partner, the Adviser and their respective members, offices and employees, (iii) rentals payable for space used by the Adviser or the Fund, (iv) expenditures for equipment by the Adviser or the Fund and (v) costs and expenses related to most regulatory compliance functions (to include governmental audits and investigations) of the Adviser and the General Partners.

Fund Expenses

Consistent with the Organizational Documents of the Funds, each Fund will bear all costs and expenses incurred by the Fund, its General Partner, and the Adviser on behalf of the Fund (except for those expenses borne by the Adviser, as noted above), including, without limitation, all costs and expenses incurred in respect of: the actual or proposed investigation, purchase, holding, sourcing, storage, custody, third party Digital Asset staking and delegation, or sale or exchange or other actual or proposed disposition of Fund investments, including, but not by way of limitation,

reasonable private placement and finder's fees in contemplation of an investment by the Fund paid to persons other than the General Partner or members of the General Partner or any of their respective affiliates; due diligence expenses (including, without limitation, market, technology, financial and intellectual property diligence and background checks) with respect to actual or proposed investments, whether or not consummated, fees, interest or other carrying charges incurred by the Fund to unrelated third parties in connection with the Fund's obtaining or carrying financing pursuant to a line of credit or other borrowing; real property or personal property taxes on investments; brokerage fees, commissions and other transaction related compensation and charges arising out of transactions involving Fund assets; taxes applicable to the Fund on account of its operations; fees incurred in connection with the maintenance of bank or custodian accounts; legal, audit, and other expenses incurred in connection with the registration or placement of the Fund's investments under the Securities Act of 1933 or other applicable law; expenses incurred pursuant to any regulatory, licensing and governmental registration of the Fund, as well as filing and other fees made on behalf of the Fund including state notice filings; anti-money laundering or other regulatory costs of the Cayman Islands or other jurisdictions in which the Fund is organized and/or operates, as well as collecting, validating or verifying limited partner payments or wire information, whether or not related to anti-money laundering laws; costs of past or anticipated Fund restructurings and amendments; investor transfer expenses, to the extent not borne by the relevant transferor investor; expenses incurred with respect to legal and accounting fees and expenses incurred in connection with the investigation, purchase or sale or exchange or other disposition of Fund investments (whether or not such purchase, sale, exchange or other disposition is ultimately consummated and/or whether such investment was offered to co-investors) including expenses associated with compliance with CFIUS, the DPA, the European Union's Alternative Investment Fund Managers Directive, the Data Protection Laws, ERISA, the Hart-Scott-Rodino Antitrust Improvements Act of 1976, the CISA, the FinSA, the SFDR and/or the EU Taxonomy Regulation; and fees and expenses of investment advisers and independent consultants, including those incurred in investigating and evaluating investment opportunities. The Funds will also bear the fees of the independent certified public accountant incurred in connection with the annual audit of the Fund's books and the preparation of the Fund's financial statements and annual tax return, costs of independent appraisers, accounting and valuation providers and software, bookkeeping and similar expenses paid to third parties for the maintenance of the Fund's books and records and preparation and delivery of reports and notices, audits and investigations of the Adviser, the General Partner or Fund; legal expenses of the Fund, premiums associated with insurance, if any, to insure against any claims that could be made directly against the Fund, the General Partner, the Adviser or any indemnified persons or that could give rise to the Fund liability pursuant to the Fund's Organizational Documents, including cybersecurity insurance, any fiduciary bonds, representation and warranty insurance, directors and officers insurance, and errors and omissions insurance, preparation and other expenses associated with annual and other reports to the partners, costs associated with any Fund information meetings (including printing costs, venture expenses and meals), expenses of the advisory committee meetings (including printing costs, venture expenses and meals) and reimbursement of reasonable out-of-pocket costs for the advisory committee members and the Adviser and its personnel to attend such meetings including travel, lodging, and meals, costs of the Adviser and its personnel associated with limited partner annual meetings, including printing costs, venue expenses, and meals, and all legal fees and expenses

incurred in prosecuting or defending administrative or legal proceedings, including fees in connection with regulatory investigations concerning a portfolio company activities, including investigations, inquiries, arbitration and dispute resolution processes, relating to the Fund brought by or against the Fund, the Adviser or the General Partner, or the members, partners, employees or agents or former members, partners, employees or agents of any of the foregoing. The Funds will also bear all the organization costs, fees and expenses incurred by or on behalf of the Fund, in an amount not to exceed a threshold specified in the Funds' Organizational Documents as well as all liquidation costs, fees and expenses incurred by the General Partner, the Adviser, or members of the Adviser in connection with the liquidation of the Fund's assets.

In addition, the Adviser has previously, and may in the future, engage one or more fund administrators or similar service providers to perform certain functions in relation to the Funds, which services include coordination of the Fund's legal entity management function, execution and recordkeeping associated with applicable tax elections and filings, support for the valuation process and investor correspondence, investor data management and reporting requests as well as data collection required for various regulatory reporting which with the Funds are required to comply. In certain instances, employees of such service providers dedicate substantially all of their time to the Funds or spend all or a significant majority of their business time at the Adviser's offices. These expenses related to such service provider employees are borne by the Funds.

From time to time, the General Partner of a Fund creates certain "special purpose vehicles" or similar structuring vehicles for purposes of accommodating certain tax, legal and regulatory considerations of investors ("SPVs"). In the event the General Partner creates an SPV, consistent with the Organizational Documents of a Fund, the SPV, and indirectly, the investors thereof, will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the SPV. Expenses of the types borne by a Fund but associated with any feeder fund or similar vehicle organized to facilitate the participation of certain investors in a Fund (including, without limitation, expenses of accounting and tax services) will typically be borne by the Fund.

Allocation of Expenses

Certain expenses will be incurred that are attributable to one or more Funds. The allocation of such expenses among the Funds raises potential conflicts of interest. The Adviser intends to allocate any such common expenses in accordance with the applicable Organizational Documents of the Funds. To the extent not addressed in the Organizational Documents, the Adviser intends to allocate any such common expenses among the Funds in a fair and equitable manner as determined by the Adviser in good faith, taking into account such factors that it determines to be relevant for the particular expense. The relative percentage of these expenses that are borne by various stakeholders is expected to depend upon the level at which such expenses are charged or incurred. If multiple Funds evaluate a potential investment that is not consummated, the Adviser will generally allocate broken-deal costs pro rata based on their expected participation in such investment opportunity. However, broken-deal costs may not be allocable to prospective co-investment vehicles that were

not formed before the broken deal (and thus such co-investment vehicles would not have been “clients” of the Adviser at such time and may not be allocated their expected pro rata share).

The Adviser has in the past caused, and expects to continue to cause, the Funds to purchase or bear premiums, fees, costs and expenses (including any expenses or fees of insurance brokers) for insurance to insure the applicable Funds, their applicable General Partners, the Adviser itself and their respective directors, officers, employees, agents, representatives, members of the Funds’ limited partner advisory committees, and other indemnified parties, against liability in connection with the activities of such funds. This may include a portion of any premiums, fees, costs and expenses for one or more “umbrella” or other insurance policies maintained by the Adviser that cover one or more Funds and the Adviser itself (including their respective directors, officers, employees, agents, representatives, members of limited partner advisory committees, and other indemnified parties). The Adviser will make judgments about the allocation of premiums, fees, costs and expenses for such “umbrella” or other insurance policies among the various Fund and the Adviser itself, on a fair and reasonable basis, and, to the extent other facts and circumstances arise or evolve over time, including, without limitation, the evolution of alternative methodologies or updates to industry or regulatory trends or requirements, may reevaluate allocations should it determine subsequently that other allocations are necessary or advisable. There can be no assurance that a different allocation would not result in a particular Fund bearing less (or more) premiums, fees, costs and expenses for insurance policies. Co-investment vehicles and certain other Funds may not bear a portion of such expenses that are allocated to the remaining Funds even if they benefit from the relevant insurance coverage.

There will likely be certain other expenses that will be incurred for the benefit of both the Adviser itself, on the one hand, and one or more Funds, on the other hand. Apportionment of such expenses involves a conflict of interest. To the extent not addressed in applicable Organizational Documents, the Adviser will make a determination regarding the allocation of such expenses in a fair and reasonable manner using its judgment, notwithstanding its interest (if any) in such allocation. To the extent other facts and circumstances arise or evolve over time, including, without limitation, the evolution of alternative methodologies or updates to industry or regulatory trends or requirements, the Adviser may reevaluate allocations should it determine subsequently that other allocations are necessary or advisable. Notwithstanding the foregoing, the portion of an expense allocated to a particular Fund for a particular service may not reflect the relative benefit derived by such Fund from that service in any particular instance.

Nothing described in the foregoing paragraphs or elsewhere in this brochure is intended to imply that the Adviser will be required at any time to charge or allocate to a Fund any costs, fees, or expenses in a manner that is inconsistent with Rule 211(h)(2)-1 under the Investment Advisers Act of 1940 (the “Advisers Act”) as and when applicable.

It is critical that Investors refer to the relevant confidential private offering memorandum, explanatory memorandum, and other Fund Organizational Documents for a complete understanding of Advisory Fees and expenses. The information contained herein is a summary

only, qualified in its entirety by such documents, and does not preclude materially different fee and expense terms for future Funds sponsored or managed by the Adviser and its affiliates.

Carried Interest Payments

Please see Item 6 below regarding “Carried Interest” that the Funds pay, depending on the terms of the applicable Organizational Documents.

Brokerage Fees

Although the Adviser does not generally utilize the services of broker-dealers to effect portfolio transactions for the Funds, in the event that it chooses to use a broker-dealer for limited purposes relating to a particular Fund, such Fund will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

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

A portion of the profits of the Funds are distributed to its General Partner as “carried interest” (the “Carried Interest”). The General Partner is a related person of the Adviser. Carried Interest paid by a Fund is indirectly borne by investors in that Fund.

The payment by some, but not all, Funds of Carried Interest or the payment of Carried Interest at varying rates (including varying effective rates based on the performance of a Fund) create an incentive for the Adviser to disproportionately allocate time, services or functions to Funds paying Carried Interest or Funds paying Carried Interest at a higher rate or allocate investment opportunities to such Funds. Generally, and except as may be otherwise set forth in the Organizational Documents of the Funds, this conflict is mitigated, but not eliminated, by certain limitations on the ability of the Adviser to establish new investment fund and contractual provisions and procedures setting forth investment allocation requirements. Please also see Item 11 below regarding allocation for additional information relating to how conflicts of interest are generally addressed by the Adviser.

Item 7. Types of Clients

The Adviser currently provides investment advisory services to the Funds as described in Item 4. Investment advice is provided directly to the Funds (subject to the direction and control of the General Partners of the Funds) and not individually to Investors in the Funds.

Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in the Funds are generally “qualified purchasers” as defined in the 1940 Act, and include, among others, high net worth individuals, banks, fund-of-funds, pension and profit-sharing plans, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies or other entities. In some cases, the Funds may accept “accredited investors” who do not meet the definition of “qualified purchasers” including knowledgeable employees and other individuals.

The Adviser does not currently have a minimum size for a Fund.

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

Methods of Analysis and Investment Strategies

The Funds may invest in early stage and later-stage privately held companies. The size and nature of investments in such companies will be varied. Investments in early stage and later-stage companies are principally made in technology companies including information technology companies and companies at the intersection of biology, computer science engineering and healthcare. Many of the companies in which the Funds invest are based in Silicon Valley; however, the Funds also invest in opportunities outside of Silicon Valley. Specifically, the Funds invest in private companies at all stages of a company's development from seed to early stage and later-stage companies. The Adviser and its affiliates work closely with each company in which the Funds invest.

The Funds also invest in cryptocurrencies, application tokens, protocol tokens, app coins, blockchain-based assets and other cryptofinance and digital assets, and contractual rights, including without limitation investment contracts or other instruments or securities, in respect of any of the foregoing (e.g., "SAFTs") ("Digital Assets"). The size and nature of the investments will be varied. In some cases, investments will be made in pure equity transactions through which the Funds would own an equity interest in the underlying company sponsor. The Funds may also seek to couple an equity investment with an option to purchase crypto tokens in the future or structure a transaction to acquire equity that may convert at some point into crypto tokens. For existing tokens, the Funds may make investments via purchases in the secondary market or via primary issuances from the network sponsor. To the extent the Funds invest in equity or equity-based securities, the Funds would be able to return capital to investors only to the extent that the issuer of the securities chooses to register those securities via an initial public offering or via an acquisition of those securities by another issuer, including on a secondary basis. If the Funds purchase crypto tokens, or otherwise receive crypto tokens in connection with an investment, the ability to return capital to investors will be a function of the existence of secondary markets via which the Funds can convert crypto tokens into fiat currency. While the size and development stage of companies and projects into which the Funds may invest will vary, the Funds anticipate making a substantial portion of their investments in companies or projects that are in early, developmental stages. Whether those early-stage projects will ever develop into commercial projects that provide appreciation of the original investment is unknown.

Certain Fund Related Risks

Investing in securities involves a substantial degree of risk. A Fund may lose all or a substantial portion of its investments, and investors in the Funds must be prepared to bear the risk of a complete loss of their investments.

No Assurance of Investment Return. The Adviser cannot provide assurance that it will be able to choose, make and realize any particular investments or otherwise implement a Fund's investment

strategy, or that investments made by a Fund will generate expected returns. Moreover, the Adviser cannot provide assurance that any investor will receive a return of its capital or any distribution from such Fund.

Past Performance Is Not Indicative of Future Results. Past performance of the Investing Partners or the Funds is not necessarily indicative of future results or performance and there can be no assurance that a Fund will, or continue to, achieve comparable results. Accordingly, investors should draw no conclusions from the performance of the Funds and should not expect to achieve similar results. An investment in a Fund involves a risk of loss of capital and should only be considered by potential investors with high tolerance for risk.

Illiquidity of Fund Interests. An investment in a Fund should be viewed as illiquid. Interests in the Fund will not be readily marketable, are not redeemable, and are generally not transferable except with the consent of the General Partner, which may be withheld in the General Partner's sole discretion, and must be withheld if certain tax and legal requirements are not met. Without limiting the generality of the foregoing, transfers of limited partner interests in the Fund may be restricted by the General Partner in order for the Fund to stay within "safe harbors" related to avoiding "publicly traded partnership" status. There will be no public market for interests in the Fund, and none is expected to develop. Investors are not permitted to withdraw from the Fund, except in certain limited circumstances for legal or regulatory reasons.

To the extent a General Partner is asked to consent to a transfer of interests in a Fund, the General Partner generally may do so in its sole discretion, taking into account such factors that the General Partner determines to be relevant under the circumstances, which may include, without limitation: (i) whether the potential purchaser is an existing investor in the Fund, or other the Adviser funds; (ii) the General Partner's evaluation of the financial resources of the potential purchaser, including its ability to meet capital contribution obligations; (iii) the General Partner's perception of its past experiences and relationships with the potential purchaser, including its belief that the potential purchaser would help establish, recognize, strengthen, or cultivate relationships that may indirectly provide longer-term benefits to the Fund, the General Partner, other the Adviser funds (now or in the future) or the Adviser itself; (iv) the expected amount of negotiations required in connection with a potential purchaser's investment; (v) whether the potential purchaser would subject the General Partner, the Fund or their respective affiliates to legal, regulatory, reporting, public relations, media or other burdens; (vi) requirements in the Organizational Documents; and (vii) the likelihood that a purchaser would make an investment into another the Adviser fund (now or in the future). One of the requisites to such consent may be an opinion of the Fund's counsel that such a transfer would not subject the Fund or the General Partner to any regulatory, tax or other legal requirements or result in the violation of any applicable law or governmental regulation. The transferor and/or transferee will generally be required to bear the cost of such legal opinion along with transfer expenses, which may be costly.

Reliance on the Adviser. The Adviser will have exclusive responsibility for management and oversight of a Fund's activities. Investors will not have the right to make or evaluate any investment made by the Fund, or other decisions concerning management of the Fund and its portfolio

companies. Accordingly, investors are dependent upon the judgment and ability of the Adviser to source transactions and invest and manage the capital of a Fund. No potential investor who is unwilling to entrust all aspects of the management of the Fund to the Adviser should invest in the Fund.

The success of the Fund will depend on the ability of the General Partner and the Adviser to identify and consummate suitable investments (including new investments during the Fund's investment period), to assist the management of portfolio companies in building successful businesses and to dispose of investments of a Fund at a profit. The business of identifying, structuring, completing and realizing venture capital and private equity investments involves a high degree of uncertainty and is subject in some cases to the prevailing capital market, regulatory or political environment. There can be no assurance that the General Partner will be able to identify, or a Fund will be able to complete, portfolio investments that satisfy the Fund's rate of return objectives or, if completed, realize such investments for fair or attractive values or that the Fund will be able fully to invest its committed capital. The loss of the services of one or more of the members of the Adviser's team could have an adverse impact on the Fund's ability to realize its investment objectives.

Role of Investment and Operating Professionals. The success of a Fund depends in part upon the skill and management expertise of the Adviser's investment and operating professionals. Their interests in the General Partner, and the vesting and potential forfeiture terms to which their interests are subject, should discourage them from leaving the Adviser, but there is ever increasing competition among industry participants for hiring and retaining qualified investment and operating professionals. There can be no assurance that any professional will continue to be associated with the Adviser or involved in a Fund throughout the life of the Fund or that any new hires or replacements will perform well. Further, the time, dedication and scope of work of a professional varies considerably. In addition, investment decisions are often considered by multiple investment professionals. Discussion and debate among them are generally helpful to the investment decision making process but excessive disagreement could adversely impact a Fund. Finally, the Adviser's investment and operating professionals work on a variety of projects, which will result in less than all of their time and attention being allocated to a Fund, and the ability of the members of the investment team to access other professionals and resources within the Adviser for the benefit of a Fund may be limited.

Deployment of Capital. In light of each Fund's investment strategy and the need to be able to deploy capital quickly to capitalize on potential investment opportunities, a Fund may, from time to time, maintain cash at the Fund level pending deployment into investments, which may at times be significant. Prospective investors should expect that the Fund will call capital in excess of the amount of capital the Fund needs at the time of the capital call. Such cash may be held in an account of the Fund for the benefit of the investors or may be invested in money market accounts, repurchase agreements, or other similar temporary investments. In the event a Fund is unable to find attractive investments such cash may be maintained at the Fund level for longer periods, which would be dilutive to overall investment returns. It is not anticipated that the temporary investment of such cash into money market accounts or other similar temporary investments pending deployment into investments will generate significant interest, and investors should understand

that such low interest payments on the temporarily invested cash may adversely affect overall Fund returns.

Reinvestment. The General Partner is permitted to elect to reinvest the proceeds from the disposition of portfolio investments; provided, however, that the aggregate cost basis of all portfolio investments made by a Fund generally will not exceed 120% of the total capital commitment to the Fund. In addition, the General Partner may distribute such proceeds, deem such distribution to increase unfunded capital commitments of the investors and then re-call such proceeds for reinvestment or other purposes in accordance with the Organizational Documents. Accordingly, an Investor may be required to fund for investments and expenses in an aggregate amount in excess of its capital commitment during the term of the Fund, and to the extent such recalled or retained amounts are reinvested in investments, an Investor will remain subject to investment and other risks associated with such investments. The decision to reinvest (by holdings or recall) proceeds could have a negative impact on the Fund's investment returns and investors will need to ensure that they have sufficient cash reserves to fund any re-call of distributions.

Reserves. As is customary in the industry, a General Partner may elect to establish reasonable reserves for follow-on investments by a Fund in portfolio companies, operating expenses, Fund liabilities, and other matters. Estimating the appropriate amount of such reserves is difficult, especially for follow-on investment opportunities, which directly tie to the success and capital needs of portfolio companies. Inadequate or excessive reserves could impair the investment returns to the Limited Partners. If reserves are inadequate, the Fund may be unable to take advantage of attractive follow-on or other investment opportunities, or to protect its existing investments from or other punitive terms associated with "pay-to-play" or similar provisions. If reserves are excessive, the Fund may have declined attractive investment opportunities or held unnecessary amounts of capital in money market or similar low-yield accounts.

Uncertain Timeframe for Winding Up Affairs. By amendment to the Organizational Documents (which would not require the consent of all of the investors of a Fund) or with the consent of a Fund's Advisory Committee, the initial term of the Fund may be extended for additional periods. Given the illiquid nature of a Fund's investments, it is likely that the Fund will hold a number of portfolio investments that cannot be disposed of advantageously as the Fund reaches the end of its initial term. Therefore, the General Partners anticipate that they will likely seek multiple extensions of the Fund's term. At the end of the Fund's term (as extended), the liquidation of its remaining assets and winding up of its affairs will commence. In connection with the liquidation of the Fund, the General Partner (or other relevant liquidator) will have the authority to sell, exchange or otherwise dispose of the assets of the Fund in such reasonable manner as the General Partner (or other relevant liquidator) determines to be in the best interest of the Fund. Given the illiquid nature of a Fund's investments, it is likely that the Fund will continue to hold a number of portfolio investments that cannot be advantageously disposed of during the liquidation period in the absence of a liquidity event for the applicable portfolio company, and there can be no assurances with respect to the timeframe in which the remaining assets of the Fund will be disposed of following commencement of the liquidation of the Fund at the end of its term (as extended). There is no particular period specified or required for the final disposition of the Fund's assets. In addition,

sales of portfolio investments in connection with the liquidation of the Fund may include escrows of a portion of the sales proceeds or other arrangements (such as earn-outs), which may further delay the final liquidation of the Fund. As a result of the foregoing, depending in part on the number of extensions of the Fund's term that are effected, final liquidation of the Fund may not occur until several years or more after the end of the Fund's term, and in any event, the General Partner anticipates that the final liquidation of the Fund will not occur until significantly after its term.

Fund Borrowing. The Funds from time-to-time borrow funds or enter into other financing arrangements (including a subscription line with one or more lenders in order to finance its operations (including the acquisition of the Fund's investments)) for various reasons, including to pay fund expenses, to pay Advisory Fees, to make or facilitate new or follow-on investments (including borrowings pending receipt of capital contributions from investors), to make payments under hedging transactions, to cover any shortfall resulting from an investor's default or exclusion, or to facilitate digital assets related repurchase agreements. Fund-level borrowing subjects Limited Partners to certain risks and costs. Conflicts of interest have the potential to arise in that the use of Fund-level borrowing typically delays the need for Investors to make contributions to the Fund or results in short-term gains to the Fund, which in certain circumstances enhances the relevant Fund's internal rate of return calculations and thereby may be deemed to benefit the marketing efforts of the General Partner. A Fund is generally permitted to "batch" together capital calls (including those used to pay interest on the Fund's subscription lines, asset-back facilities and other indebtedness) into larger, less frequent capital calls, with the Fund satisfying its interim capital needs by borrowing money from such credit facility. In addition, the batching of capital calls into larger, less frequent capital calls may amplify the magnitude of potential defaults by investors as a result of there being fewer but larger capital calls. To the extent a subscription facility is due upon demand by a lender, such a demand may be issued at an inopportune time at which liquidity is generally constrained, potentially resulting in greater defaults as a result of liquidity constraints on investors and/or investors facing similar capital calls in multiple funds and being unable to satisfy all such demands simultaneously.

Fund-level borrowing involves a number of additional risks and costs. To the extent a Fund uses borrowed funds in advance or in lieu of capital contributions, the Fund's Investors will generally make correspondingly later capital contributions, and the Fund will bear the expense of interest on such borrowed funds. As a result, though the Adviser generally anticipates that any borrowing by a Fund will be on a short term basis, a Fund's use of borrowed funds will impact the calculation of net performance metrics for the Fund (to the extent that they are based on investor cash flows) and generally makes net IRR calculations for the Fund higher than they otherwise would be without fund-level borrowing as these calculations generally depend on the amount and timing of capital contributions. The Adviser therefore has a conflict of interest in deciding whether to borrow funds because the Adviser and its affiliates may receive disproportionate benefits from such borrowings in the form of enhanced Fund performance metrics. Moreover, where a Fund borrows in lieu of calling capital to fund the acquisition of an investment, the borrowing generally would be used for all of the Fund's Investors on a pro rata basis, including its General Partner. A Fund's Investors may be obligated to contribute capital on an accelerated basis if the Fund fails to repay the amounts borrowed under a capital call line or experiences an event of default thereunder. In addition,

drawing down on a capital call line allows the Adviser to fund investments and pay expenses without calling capital, potentially for extended periods of time. Calling a large amount of capital at once to repay then-current amounts outstanding under a capital call line could cause short-term liquidity concerns for Investors that would not arise had the Adviser called smaller amounts of capital incrementally over time as needed by the Fund. This risk would be heightened for an Investor with capital commitments to other funds that employ similar borrowing strategies or with respect to other leveraged assets in its portfolio. Thus, a single market event could trigger simultaneous capital calls, requiring the investor to meet the accumulated, larger capital calls at the same time. Moreover, any Investor claim against a Fund would likely be subordinate to the Fund's obligations to creditors of a capital call line.

In addition, Fund-level borrowing will result in incremental expenses that will be borne by a Fund's Investors. These expenses typically include interest on the amounts borrowed, unused commitment fees on the committed but unfunded portion of a capital call line, an upfront fee for establishing a capital call line, and other one-time and recurring fees and/or expenses, as well as legal fees relating to the establishment and negotiation of the terms of the borrowing facility, as well as expenses relating to maintaining, renegotiating or terminating the facility. Because a capital call line's interest rate is typically based in part on the creditworthiness of the Fund's Investors and the terms of the applicable Fund's Organizational Documents, it may be higher than the interest rate an Investor could obtain individually. To the extent a particular Investor's cost of capital is lower than the Fund's cost of borrowing, Fund-level borrowing can negatively impact an Investor's overall individual financial returns even if it increases the Fund's reported net returns in certain methods of calculation.

A credit agreement or borrowing facility frequently will contain other terms that restrict the activities of a Fund and its Investors or impose additional obligations on them. For example, certain lenders or facilities are expected to impose restrictions on the Adviser's ability to consent to the transfer of an Investor's interest in a Fund or impose concentration or other limits on the Fund's investments, and/or financial or other covenants, that could affect the implementation of the Fund's investment strategy. In addition, in order to secure a capital call line, the Adviser may be required to request certain financial information and other documentation from Investors to share with lenders. The Adviser will have significant discretion in negotiating the terms of any capital call line and may agree to terms that are not the most favorable to one or more Investors. In certain circumstances, due to separate evaluations of creditworthiness by lenders or facility providers, a portfolio company or other subsidiary of a Fund is expected to bear higher rates under a borrowing facility than are borne by the Fund, resulting in a potential net benefit to the Fund, or additional potential liquidity constraints or other burdens on the relevant portfolio company or Fund subsidiary. In addition, a Fund may have credit facilities and arrangements with multiple lenders or facility providers, and as a result may not always receive the best rates or terms possible with respect to which facility it decides to use, and there is no guarantee that a Fund will have the same access to multiple lenders or facility providers as any other Fund will receive access to on the same rates or terms.

Although the Adviser generally structures the Funds to avoid cross-guarantees and other circumstances in which one Fund ultimately bears liability for all or part of the obligations of another Fund or an affiliate of the Adviser, in certain circumstances lenders and other market parties participants negotiate for the right to face only select fund entities, which may result in a particular Fund being solely liable for another Fund's share of the relevant obligation and/or joint and several liability among multiple Funds. In such cases, the Adviser intends to cause the relevant Funds to enter into a back-to-back guarantee, indemnification or similar reimbursement arrangement, although the Fund undertaking the obligation in the first instance generally will not receive compensation for being primarily liable under these arrangements. In other circumstances, lenders and other market parties are expected to seek "cross default" rights under which a Fund will be treated as in default under the relevant facility in the event of a default by another Fund or an affiliate of the Adviser (including the Adviser's employee parallel funds) relating to their respective lending or other facilities; if any such provision were to be triggered, the Fund's Investors could suffer adverse effects resulting from any default by the other Fund or an affiliate of the Adviser, whether or not related to the Fund in which such Investors have invested.

In addition to capital call lines of credit, the Adviser may also utilize other lines of credit for a Fund, subject to the limitations on outstanding borrowing at any time in the Organizational Documents. Such other lines of credit may affect the timing of capital contributions, which, as noted above, is relevant for determining the Fund's net IRR at both the Fund and Investor levels. A Fund (and indirectly its Investors) will bear any interest expense, fees or other costs in connection with any such capital call or other line of credit maintained by the Fund. The capital call lines of credit will provide lenders with certain rights, which the Adviser expects to include, among others, the right to call capital from the Investors in the event of a default and, in the event of a failure by an Investor to fully fund its capital contributions to the Fund when due, the right to exercise certain default remedies directly against such Investor. A Fund's capital call line of credit is also expected to include restrictions on Investors' rights to transfer their interests in the Fund, which may in certain cases require prior approval from the relevant lender. Other lines of credit for a Fund may impose similar restrictions and/or require the Adviser to provide the lender with other rights, including but not limited to a security interest in the portfolio investments of the Fund. Use of credit facilities by a Fund also subjects the Fund (and indirectly its Investors) to certain risks, including risk of loss if the Fund defaults on its obligations and subordination of distributions by the Fund to the Fund's obligations to a lender.

Lastly, a Fund is expected to incur borrowing costs associated with any warehousing of investments for it by the Adviser. The Adviser may warehouse investments through a Fund (as its initial limited partner) or separate from a Fund (in which case, it would sell the warehoused assets to the applicable Fund). In each case, any borrowing interest and expenses incurred directly or indirectly by the Adviser in connection with funding such investments in connection with warehousing such investments for a Fund would be borne by the Fund's partners. Such borrowing costs are not limited to third party borrowing costs – the Adviser is authorized to charge a Fund for the time value of its capital used for warehouse investments to the extent disclosed to the Investors prior to the Fund's closing.

Default Risk and Penalties. Capital calls will be issued by the General Partners from time to time in their discretion, based upon the General Partners' assessments of the needs and opportunities of the Funds. To satisfy such capital calls, Limited Partners may need to maintain an amount necessary to satisfy a substantial portion of their capital commitments in assets that can be readily converted to cash. Under the Organizational Documents of a Fund, the General Partner will have the authority to impose substantial penalties upon an investor that fails to satisfy any capital call on a timely basis. Accordingly, an investor that fails to satisfy a capital call with respect to a Fund may effectively be required to forfeit its interests in the Fund while remaining obligated to satisfy its capital commitment. Notwithstanding the foregoing, a General Partner will not be obligated to call 100% of the Limited Partner's commitment during a Fund's term.

If an investor fails to pay when due installments of its capital commitment to a Fund, including its portion of management fees, Fund expenses, or any amount otherwise due under the Organizational Documents, and the capital contributions made by non-defaulting investors and borrowings by the Fund are inadequate to cover the defaulted capital contribution, such Fund may be unable to pay its obligations when due. As a result, the Fund may be subjected to significant penalties that could materially adversely affect the returns to the investors (including non-defaulting investors). If an investor defaults, it may be subject to various remedies as provided in the Organizational Documents, including, without limitation, reductions in its capital account balance and percentage interest, a forced sale of its interest at a discount and preclusion from participation in any further investments made by the Fund. A default by an investor may also limit such Fund's ability to incur borrowings and avail itself of what would otherwise have been available credit. The General Partner may, subject to certain limitations, require an additional funding of capital contributions from the non-defaulting investors to fund the shortfall caused by the defaulting investor(s).

Return of Distributions. Indemnification obligations and obligations to return proceeds to a portfolio company (or to an acquirer of a portfolio company) imposed on a Fund (including, without limitation, obligations that arise after the Fund's liquidation) could obligate investors of the Fund to return certain distributions received from the Fund, as provided in the Organizational Documents and under Delaware law.

Exculpation and Indemnification. The Organizational Documents will contain provisions that relieve the General Partner, the Adviser and certain others of liability in certain cases where they might otherwise have liability, subject to applicable law. For example, the General Partner, the Adviser, and certain others generally will not be liable to the Fund or its investors for acts or omissions that constitute ordinary negligence. A Fund will be required to indemnify the General Partner, the Adviser and certain other persons, for liabilities incurred in connection with the affairs of the Fund. The indemnification obligation of a Fund would be payable from the assets of the Fund, including the unpaid capital commitments of the investors. If the assets of a Fund are insufficient, the General Partner may recall distributions previously made to the General Partner and the investors of the Fund, subject to certain limitations set forth in the Organizational Documents. For the avoidance of doubt, neither the General Partner nor the Adviser seeks to waive its fiduciary duty under Section 206 of the Advisers Act, although the provisions of the

Organizational Documents are intended to be fully enforceable and binding upon the Partners to the fullest extent permitted by law.

Litigation Risks. The Funds will be subject to a variety of litigation risks, particularly due to the substantial likelihood that one or more portfolio companies will face financial or other difficulties. A Fund may also participate in portfolio company financings at implicit valuations lower than valuations implicit in preceding rounds of financing. Legal disputes involving one or more of the Fund or the General Partner and their affiliates may arise from the foregoing activities (or any other activities relating to the operation of a Fund or the General Partner and their affiliates) and could have a significant adverse effect on the Fund. The expenses of defending against claims and paying any amounts pursuant to settlements or judgments, or bringing claims against third parties, will generally be borne by the Fund. The outcome of such proceedings may materially adversely affect the value of interests in a Fund and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the Adviser's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

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

Contingent Liabilities on Dispositions of Investments. In connection with the disposition of an investment, the Fund and/or the General Partner may be required to make (or be responsible for another person's or entity's breach of) certain representations and warranties (e.g., about the business and financial affairs of the applicable portfolio company, the condition of its assets and the extent of its liabilities, in each case generally in the nature of representations and warranties typically made in connection with the sale of similar businesses) and may be responsible for the content of certain disclosures under applicable securities laws. A Fund and/or the General Partner may also be required to indemnify the purchasers or underwriters of such investment to the extent that any such representations or disclosures are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which the General Partner may establish reserves and escrows. In that regard, a distribution of proceeds that might otherwise be made would likely either be delayed or withheld until such reserves are no longer needed. If any such distribution is made in lieu of being delayed and withheld and such representations prove to be inaccurate, the investors of a Fund could be required to return such distribution to the Fund as provided in the Organizational Documents.

Financial Institution Risk; Distress Events. An investment in a Fund is subject to the risk that one of the banks, brokers, hedging counterparties, lenders or other custodians (each, a "Financial Institution") of some or all of the Fund's (or any portfolio company's) assets fails to timely perform

its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a “Distress Event”). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. If a Financial Institution experiences a Distress Event, the General Partner, the Fund or one of its portfolio companies may not be able to access deposits, borrowing facilities or other services, either permanently or for an extended period of time. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation (“FDIC”), in the case of banks, and the Securities Investor Protection Corporation (“SIPC”), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. While in recent years governmental intervention has often resulted in additional protections for depositors and counterparties during Distress Events, there can be no assurance that such intervention will occur in a future Distress Event or that any such intervention undertaken will be successful or avoid the risks of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of the relevant General Partner to manage a Fund and its investments, and on the ability of the General Partner, the Fund and any portfolio company to maintain operations, which in each case could result in significant losses and in unconsummated investment acquisitions and dispositions. Such losses could include: a loss of funds; an obligation to pay fees and expenses in the event a Fund is not able to close a transaction (whether due to the inability to draw capital on a to access capital contributions or otherwise); the inability of a Fund to acquire or dispose of investments, or acquire or dispose of such investments at prices that such General Partner believes reflect the fair value of such investments; and the inability of portfolio companies to make payroll, fulfill obligations or maintain operations. If a Distress Event leads to a loss of access to a Financial Institution’s services, it is also possible that the Adviser will experience operational burdens and expenses, and a Fund or a portfolio company will incur additional expenses or delays in putting in place alternative arrangements or that such alternative arrangements will be less favorable than those formerly in place (with respect to economic terms, service levels, access to capital, or otherwise). Although a General Partner would expect to exercise contractual remedies under agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses, delays or other negative impacts. Funds and their portfolio companies are subject to similar risks if a Financial Institution utilized by investors in the Funds or by suppliers, vendors, service providers or other counterparties of the Funds or a portfolio company becomes subject to a Distress Event, which could have a material adverse effect on the Funds. Many Financial Institutions require, as a condition to using their services (including lending services), that a General Partner and/or a Fund maintain all or a set amount or percentage of their respective accounts or assets with the Financial Institution, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although the Adviser seeks to do business with Financial Institutions that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds,

the Adviser is under no obligation to use a minimum number of Financial Institutions with respect to Funds or to maintain account balances at or below the relevant insured amounts.

Certain Considerations Related to Active Management. Although the Fund's investments will generally represent a minority interest in portfolio companies, the Fund may in certain cases own a significant or controlling percentage of the common equity of portfolio companies. Because of such significant or controlling ownership, representation on the boards of directors and/or contractual rights, a Fund may in certain cases be thought to control, participate in the management or influence the conduct of portfolio companies. This could expose the assets of a Fund, the General Partner, the a16 investment professionals and certain other persons to claims by a portfolio company, its security holders, its creditors, governmental agencies or others. Under the terms of a Fund's Organizational Documents, the Fund's assets are available to indemnify the General Partner, the a16 investment professionals and certain other persons for losses or expenses incurred in any action related to conduct on behalf of the Fund, subject to certain conditions, and a Fund will have the ability to recall distributions previously made to investors of the Fund for the purpose of satisfying such liabilities subject to any limitations set forth in the Organizational Documents. Beyond direct costs, such disputes may adversely affect a Fund in a variety of ways, including by distracting the General Partner and harming relationships between a Fund and its portfolio companies or other investors in such portfolio companies.

Cybersecurity Breaches. Cyber-attacks and other malicious internet-based activity continue to increase in frequency and magnitude. The Adviser and a Fund's portfolio companies depend heavily upon electronic communications (including email), the internet and computer systems to perform necessary business functions. Although the Adviser has implemented, and portfolio companies will likely implement, a variety of security measures, their information technology, communications and computer systems could be subject to cyber-attacks and unauthorized access, such as physical and electronic break-ins or unauthorized tampering. Like other companies, the Adviser and a Fund's portfolio companies may experience threats to their respective data and systems, including malware and computer virus attacks, unauthorized access, system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary and other information processed and stored in, and transmitted through, such computer systems and networks, or otherwise cause interruptions or malfunctions in the Adviser's, a Fund's or their portfolio companies' operations, which could result in damage to the Adviser's, a Fund's or their portfolio companies' reputation, financial losses, litigation, increased costs, regulatory penalties and/or customer dissatisfaction or loss. The Adviser, a Fund's service providers, and other market participants depend heavily on complex information technology and electronic communications systems (including email) to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect a Fund and its investors, despite the efforts of the Adviser and the Fund's service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, and other technology assets, as well as the confidentiality, integrity, and availability of information belonging to the Fund and its investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to

these systems of the Adviser, the Fund's service providers, counterparties, or data within these systems.

Cyber-attacks may also take the form of socially engineered frauds, such as "phishing." There have been reports of alleged Chinese and Russian hacking attempts on U.S. corporate intellectual property and the Fund and its portfolio investments may be at risk of cyber-attacks. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Adviser's systems to disclose sensitive information in order to gain access to the Adviser's data or that of a Fund, the investors or the portfolio investments. Companies and service providers have also been subject to "ransomware" attacks. As further evidence of the increasing and potentially significant impact of cyber security breaches, the U.S. government and several multinational companies, including financial institutions and retailers, reported cyber security breaches affecting their computer systems that resulted in the personal information of millions of citizens, customers and employees being compromised. A successful penetration or circumvention of the security of the Adviser's systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss, or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause a Fund, the Adviser or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. In addition, the Adviser may incur substantial costs related to forensic analysis of the origin and scope of a cybersecurity breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, adverse investor reaction, or litigation.

Similar types of operational and technology risks are also present for the companies in which a Fund invests, which could have material adverse consequences for such companies, and may cause the Fund's investments to lose value.

Additionally, to the extent that a portfolio company in which a Fund invests is subject to cyber-attack or other unauthorized access is gained to such portfolio company's systems, such portfolio company may be subject to substantial losses in the form of stolen, lost or corrupted (i) customer data or payment information; (ii) customer or company financial information and/or personal data; (iii) company software, contact lists or other databases; (iv) company proprietary information or trade secrets; or (v) other items. In certain events, a portfolio company's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject a portfolio company in which a Fund is invested, or the Fund, to substantial losses.

Diverse Investor Group. Investors have conflicting investment, tax, and other interests with respect to their investments in a Fund. The conflicting interests of individual investors relate to or arise from, among other things, the nature of investments made by a Fund, the structuring or the acquisition of investments, and the timing of disposition of investments. As a consequence, conflicts of interest arise in connection with decisions made by a Fund's General Partner, including with respect to the nature or structuring of investments that are more beneficial for one investor than for another investor, particularly with respect to investors' individual tax situations. In

selecting and structuring investments appropriate for a Fund, the General Partner of such Fund will consider the investment and tax objectives of such Fund and the Fund partners as a whole, and not the investment, tax, or other objectives of any investor individually. The General Partners may form parallel funds for tax or other reasons, and the investment returns of the limited partners of any such parallel funds may differ from the investment returns of the Limited Partners of the Funds as a result of the structure of the acquisition and disposition of portfolio investments, the economic terms of such parallel funds or other similar reasons.

Lack of Diversification. Each Fund is subject to limited diversification requirements and will invest in a limited number of companies or regions. To the extent a Fund concentrates investments in a particular company, sector, or region, its investments will become more susceptible to fluctuations in value resulting from adverse business or economic conditions affecting that particular company or region. As a consequence, the aggregate return of a Fund will be adversely affected by the unfavorable performance of one or a small number of companies, sectors, countries or regions in which such Funds has invested. In certain cases, a Fund may acquire majority or a supermajority of the interests in portfolio companies, which could further increase the vulnerability of such Fund's portfolio.

Limited Information Available to Investors. The rights of investors to information regarding the Fund and its portfolio companies will be specified, and strictly limited, in the Organizational Documents. In particular, it is anticipated that the General Partners will obtain certain types of material information that will not be disclosed to investors. For example, the General Partners expect to obtain information regarding portfolio companies (e.g., via representatives of the General Partner serving as directors of portfolio companies) that is material to determining the value of securities issued by such portfolio companies. Such information may be withheld from investors, or certain investors, in order to comply with duties to such portfolio companies or otherwise to protect the interests of such portfolio companies or a Fund (including in the case of investors that are subject to laws that might require the public disclosure of such information). For instance, information may be withheld from investors that are subject to Freedom of Information Act or similar requirements.

Decisions by the General Partner to withhold information may have adverse consequences investors in a variety of circumstances. For example, (i) an investor that seeks to sell its interests in the Fund may have difficulty in determining an appropriate price for such interests and (ii) decisions by the General Partner to withhold information may make it difficult for investors to subject the General Partner to rigorous oversight.

Additionally, it is anticipated that investors that designate representatives to participate on a Fund's Advisory Committee generally may, by virtue of such participation, have more or earlier information about the Fund and its investments in certain circumstances than other investors. Investors generally will bear the expenses of responding to disclosure requests, including in connection with state public records, similar freedom of information and other laws, whether or not a Fund succeeds in asserting confidentiality for requested documents and other materials. The General Partner will often elect to withhold certain information to such investors for reasons

relating to the General Partner's public reputation or overall business strategy, despite the potential benefits to such investors of receiving such information.

Without limiting the generality of the foregoing, due in part to the fact that investors or potential investors (including purchasers and potential purchasers of an investor's Fund interest in a secondary transaction) may ask different questions and request different information, the General Partner may provide certain information to one or more investors or potential investors in the Fund that it does not provide to all investors or potential investors.

Certain Investment Related Risks

Investing in Start-Up and Early-Stage Companies. Certain Funds managed by the Adviser will make investments in portfolio companies, including, but not limited to, start-up companies, which involve a number of particular risks that may not exist in the case of investments in large public companies or established private companies, including without limitation:

- These companies may have limited financial resources and limited access to additional financing, which may be accompanied by a deterioration in the value of a Fund's investment, reduce the likelihood of the Fund realizing an investment return thereon, and increase the risk of their defaulting on their obligations, leaving creditors dependent on any guarantees or collateral they may have obtained;
- These companies typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns;
- There will not be as much information publicly available about these companies as would be available for public companies and such information may not be of the same quality;
- These companies often face intense competition, often from established companies with much greater financial, manufacturing and technical resources, more marketing and service capabilities and a greater number of qualified personnel;
- These companies are more likely to depend on the management talents and efforts of a small group of persons; as a result, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on these companies' ability to meet their obligations;
- These companies generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance their expansion, or maintain their competitive position, and the Adviser and its executive officers and directors may, in the ordinary course of business, be named as defendants in litigation arising from the Fund's investments therein; and

- These companies may have difficulty accessing the capital markets to meet future capital needs, which may limit their ability to grow or to repay their outstanding debt upon maturity.

Because many of these companies have narrow product lines and small market shares, they are more vulnerable to competitors' actions and market conditions, as well as to general economic downturns, compared to more mature companies. The revenues, income (or losses), and projected financial performance and valuations of early-stage companies can and often do fluctuate suddenly and dramatically. For these reasons, investments in a Fund with early-stage portfolio companies, if rated by one or more ratings agency, would typically be rated below "investment grade," which refers to securities rated by ratings agencies below the four highest rating categories. A Fund's target early-stage companies may be geographically concentrated and are therefore highly susceptible to materially negative local, political, natural and economic events. In addition, high growth industries are generally characterized by abrupt business cycles and intense competition. Overcapacity in high growth industries, together with cyclical economic downturns, may result in substantial decreases in the value of many early-stage companies and/or their ability to meet their current and projected financial performance to service the Fund's investment. Furthermore, early-stage companies also typically rely on venture capital and private equity investors, or initial public offerings, or sales for additional capital.

These companies, their industries, their products and customer demand and the outlook and competitive landscape for their industries are all subject to change which could adversely impact their ability to execute their business plans and generate cash flow or raise additional capital that would serve as the basis for repayment of a Fund's investments.

Investing in Growth-Stage Companies. A Fund's investments in growth-stage companies offer the opportunity for significant capital gains, but they also involve a high degree of risk that may result in substantial losses. Portfolio companies in which a Fund invests could deteriorate as a result of, among other factors, an adverse development in their business, a change in their competitive environment, or an economic downturn. As a result, portfolio companies which were expected to be stable may operate at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or to maintain their competitive positions, or may otherwise have a weak financial condition or be experiencing financial distress. Many factors (including, but not limited to, the types of investments made by the Adviser's early-stage funds) may contribute to changes in emphasis in the construction of a Fund's portfolio relative to its track record, including changes in market or economic conditions or regulation as they affect various industries and changes in the political or social situations in particular countries. There can be no assurance that the investment portfolio of a Fund will resemble such Fund's predecessor funds.

Highly Competitive Market for Investments. The business of identifying and structuring investments of the nature that the Funds intend to invest in is highly competitive and involves a high degree of uncertainty. The Funds will be competing for investments with venture capital, private equity, and other private funds, "angel" investors, corporate venture programs, business

development companies, institutional investors, investment banks, commercial banks, commercial financing companies, hedge funds and other investors. There can be no assurance that a Fund will be able to locate suitable investment opportunities, acquire them for an appropriate level of consideration, achieve any particular rate of return or fully invest its committed capital. Some of a Fund's competitors for investment opportunities may have more relevant experience, greater financial resources, a greater willingness to take on risk, and/or more personnel than such General Partner, a Fund and their respective affiliates. The business of identifying, structuring, and completing venture capital and private equity transactions is highly competitive and involves a high degree of uncertainty. To the extent that a Fund encounters significant competition for investments, returns to their respective investors may be negatively affected. In addition, it is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. However, investors of such Fund will be required to bear management fees based on the entire amount of the investors' capital commitments and other expenses as set forth in a Fund's Organizational Documents.

Operating Risks of Investments. Many of a Fund's portfolio companies will be developing or rapidly growing companies in high-growth sectors that entail significant risk. Many of such portfolio companies, unless a late-stage venture opportunity, will be at an early stage of development with little or no operating history, no established products or services, and a smaller market share or undeveloped market relative to larger businesses. Such companies generally have less predictable operating results and are often engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence. In addition, growth-stage companies may not be able to effectively scale or otherwise grow at the rate that was projected in determining the price a Fund paid for an interest in such companies. Many of a Fund's portfolio companies will need substantial additional capital (which may not be available or, if available, which could dilute the Fund's ownership) to support additional research and development activities, expansion or to achieve or maintain a competitive position. A Fund's portfolio companies will face intense competition, including from companies with greater financial resources, greater brand recognition, more relevant experience, greater willingness to take on risk, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial and technical personnel.

There will be substantially less information available about a Fund's portfolio companies than is ordinarily available regarding publicly traded companies, and such information may not be of the same quality. A Fund may have limited or no information rights with respect to one or more of its portfolio companies and, as a result, will receive less information regarding such portfolio company than some or all of the other equity holders in such company.

In addition, a Fund's investments will typically represent minority positions in portfolio companies (or positions in which disproportionate voting control (relative to economic ownership) remains with such portfolio companies' founders and/or other investors in such portfolio company), and, although the Fund may have representatives that serve on the boards of directors, the Fund will not typically have the power to exert significant control over such portfolio companies' boards of directors and management and, therefore, will have a limited ability to protect its position in such

portfolio companies. While certain rights will generally be sought to protect a Fund's interests, these rights often will not permit the Fund to cause a portfolio company to take actions that the General Partner believes would maximize the value of the Fund's investment, or refrain from taking actions that the General Partner believes would impair the value of the Fund's investment. In such cases, a Fund will rely significantly on the existing management and boards of directors of such companies, which many times consists of a small group of unseasoned managers and representatives of other investors with whom the Fund is not affiliated, and whose interests or views may conflict with the interests of the Fund. This is especially true in the case of seed investments and certain late-stage venture investments (particularly those in companies where there are pre-existing institutional investors) where a Fund may have less active involvement with the management of the portfolio company, no representative on the board of directors, fewer protective provisions (e.g., limited information rights and less (or no) dilution protection) and/or a smaller ownership stake in the portfolio company. To the extent that the management of a portfolio company performs poorly, or if a key manager of a portfolio company terminates employment, a Fund's investment in such portfolio company could be adversely affected.

As is the case with minority holdings in general, such minority stakes that a Fund may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. Where a Fund holds a minority stake, it may be more difficult for the Fund to liquidate its interests than there would be had it owned a controlling interest in such company. Even if a Fund has contractual rights to seek liquidity of its minority interests in such companies, it may be very difficult to sell such interests or seek a sale of such company upon terms acceptable to the Fund, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals.

Long-term Nature of Portfolio Investments. An investment in the Fund should be viewed as an illiquid investment. A significant period of time will elapse before the Fund has completed its investment program. Investments often take many years from the date of initial investment to reach a state of maturity when realization of the investment can be achieved. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is not generally expected that this will occur for a significant amount of time after the initial investment. Prior to such time, there generally will be no current return on the investments. Furthermore, the expenses of operating the Fund (including the annual management fee) may exceed its income, thereby requiring that the difference be paid from the Fund's capital, including, without limitation, unfunded capital commitments or capital that may otherwise be distributable.

Uncertain Exit Strategies and Timing. Due to the illiquid nature of the investments made by the Fund, the General Partner is unable to predict with confidence what the exit strategy will ultimately be for any given portfolio investment, or that an exit will definitely be available at an attractive price, or at all. Exit strategies that appear to be viable or profitable when an investment is initiated may be precluded or unprofitable by the time the investment is ready to be realized due to market, economic, legal, political, social or other factors, such as interest rates, availability of credit, credit

defaults, inflation rates, economic uncertainty, changes in law (including laws relating to taxation of an interest in a Fund and/or such Fund's investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations).

Exit timing for a portfolio company investment may also be impacted by additional financing rounds for such portfolio company in which the Fund or other existing or new investors participate. For example, a large additional financing round may enable a portfolio company to stay private for an extended period of time rather than pursuing a potential initial public offering or acquisition that would have constituted (or potentially led to) an exit event for a Fund. In some cases that additional financing round may include another the Adviser fund making an investment in a company in which a Fund has previously invested. An Adviser fund that has invested in a later financing round than a Fund may have differing economic interests and target returns. In addition, the Fund and other Adviser funds, if they receive shares of a publicly traded portfolio company, shall be entitled to distribute them at different times or in differing proportions (unless such other Adviser fund is a dedicated parallel fund to the Fund). These transactions and distribution events create potential conflicts of interest that may need to be addressed depending on the particular circumstances but are expected to be permitted pursuant to the Organizational Documents.

Difficulty in Valuing Portfolio Investments. Generally, there will be no readily available market for most of a Fund's investments and hence, most of such Fund's investments will be difficult to value. When estimating fair value in accordance with the Adviser's valuation policies and procedures, which may be amended from time to time in the Adviser's discretion, the General Partner will apply a methodology that it determines to be appropriate based on its reasonable judgment in light of the nature, facts and circumstances of the investments. Valuations are subject to multiple levels of review for approval and seeking to fairly value portfolio investments is an important focus of the General Partner. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values determined by the General Partner are likely to differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities may ultimately be sold. The exercise of discretion in valuation by the General Partner gives rise to conflicts of interest, including in connection with determining the amount and timing of distributions of carried interest. Third-party pricing information regarding the Fund's investments generally will not be available.

Investments in Public Companies. Some of a Fund's portfolio companies are expected to become public companies following an initial public offering. Portfolio companies may be acquired by publicly traded companies in exchange for consideration consisting in whole or in part of securities of such publicly traded companies. In addition, a Fund may invest a portion of its aggregate capital commitments in publicly traded securities acquired in the open market. Investments in public companies subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies from quarter to quarter, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such

securities at certain times (including due to the possession by the Fund or the General Partner of material non-public information or trading restrictions (due to regulation or otherwise) applicable to representatives of the General Partner serving on the board of directors and, by extension, the Fund), increased likelihood of shareholder litigation against such companies' board members, which may include representatives of the General Partner, regulatory action by the United States Securities and Exchange Commission (the "SEC"), insider trading allegations against such companies' board members and increased costs associated with each of the aforementioned risks.

The Funds are permitted to make private investments in public equity ("PIPEs") or private financing of publicly held companies. PIPE transactions may involve the sale of equity-like securities of an already public company. In a PIPE transaction, a Fund may bear the price risk from the time of pricing until the time of closing. In addition, a Fund may need to commit to purchase a specified number of securities at a fixed price, with the closing subject to various conditions. Further, since a Fund may take large ownership positions as part of PIPE transactions, even after the securities are saleable, it may take a significant period of time for such securities to be sold or distributed in an orderly manner, during which time profit could have otherwise been realized or loss avoided, and in some cases the Fund may be prohibited by applicable securities laws or by contract from selling such public company securities for a period of time. In addition, the Fund's sales of thinly traded securities could depress the market value of such securities. These circumstances or events could reduce the Fund's returns. Disposition of the Fund's public company investments may result in distributions in kind to investors.

Availability of Investment Capital. Portfolio company investments often require several rounds of capital infusions before the portfolio company reaches maturity. If a portfolio company investor does not have funds available to participate in subsequent rounds of financing, that shortfall may have a significant negative impact on both the portfolio company and the value of the portfolio company investor's original investment. Although the Funds intend to maintain reserves to allow them to participate in follow-on rounds of financings, a Fund does not intend to provide all necessary follow-on financing that a portfolio company may require. Accordingly, third-party sources of financing could be required. A Fund's capital is limited and may not be adequate to protect the Fund from dilution in multiple rounds of portfolio company financing. There is no assurance that such additional sources of financing will be available, or, if available, will be on terms beneficial to the Fund. A Fund's portfolio companies may not successfully find follow-on financing sources after an investment by the Fund. As a result, the expected return from the Fund's investment may be adversely impacted. Financing from a co-investor or third-party sources may also dilute the Fund's ownership in a particular company.

In addition to dilution as a result of a co-investor's or third party's financing of a portfolio company, a Fund's ownership in the portfolio company is permitted to be diluted, or the Fund's rights and preferences with respect to that company may be adversely affected, by an investment in that portfolio company by another Fund.

Due Diligence Process and Investment Execution. The Adviser's investment personnel manage the due diligence process and/or underwriting for investment opportunities. Due diligence and/or underwriting may involve, among other things, meetings with its management, industry research,

investigations relating to the reputation of the company and the management (including identification of any additional managerial resource requirements), reference calls, meetings with partners and customers, and discussions with independent consultants, as well as entrepreneurs and executives from past or existing portfolio companies. However, there is always a risk that the Adviser may not discover a material issue with respect to an investment during the due diligence and/or underwriting process. The Adviser may rely upon information provided to them by prospective portfolio companies, including, but not limited to, such company's profit and loss statements, balance sheets, and cash-flow statements. To the extent that any of this information is incomplete or inaccurate, it may adversely affect the General Partner's ability to accurately price or value one or more proposed investments which could negatively impact the Fund.

In addition, there are instances where the due diligence process may be truncated and expedited. There are often several factors which necessitate an accelerated timeline to close a Fund investment, including (without limitation): (i) a Fund may be one of several co-investors making an investment as opposed to its more traditional single lead or co-lead investor role; (ii) there may be increased competition from other co-investors associated with closing the investment on a shortened timeline; and (iii) the Adviser may desire to seek to accommodate the requests of founders and the capital needs of the company which often requires capital in a timely manner. Because of such factors, a full due diligence review process may not be completed with respect to every Fund investment. In these situations, the Adviser generally will truncate and expedite its typical diligence and investment process.

Complex Investment Products and Structures. The General Partner will have broad authority to cause the Fund to acquire, hold, and dispose of complex investment products, and to acquire, hold, and dispose of investment products through complex investment structures. Investment products and structures may include, without limitation, debt instruments (bridge, convertible, or non-convertible), common stock, preferred stock, warrants, calls, SAFEs, SAFTs, SAFT-Es, interests in joint venture/syndication holding vehicles, securities that are subject to mandatory redemptions, calls, conversions or similar transactions at the option of issuers or other third parties, interests in fund-type vehicles, depository and similar certificates/interests, notional principal contracts and other derivative interests, and securities that may become traded (if ever) exclusively on non-U.S. exchanges. Each of these investment products and structures will carry with it unique risks and considerations.

Third-Party Investment Structures. The Funds may co-invest with unaffiliated third-parties through partnerships, joint ventures or other similar entities or arrangements. These investments may involve additional expenses and risks that would not otherwise be present in investments where a third-party is not involved. Such risks include, among other things, the possibility that the third-party may have differing economic or business goals than those of the Fund, or that the third-party may be in a position to take actions that are inconsistent with the investment objectives of the Fund. There may also be instances where the Fund could be liable for the actions of such third-party co-investors. There can be no assurance that the return of the Fund participating in a transaction through such an arrangement with a third-party would be equal to and not less than it would have been if the Fund participated in the same transaction directly.

Furthermore, the Funds may enter into joint venture or other arrangements in which the General Partner has not retained all decision-making authority. In the event of such arrangement, the General Partner will seek to negotiate appropriate rights to protect such Fund's interests, although there can be no assurance that such rights will be available or that such rights will provide sufficient protection of the Fund's rights or interests. Such an investment may involve risks not present in investments where a third-party is not involved, including the possibility that the joint venture partner may be unable or unwilling to perform its duties or obligations under the relevant agreement, may have financial, legal or regulatory difficulties resulting in a negative impact on the joint venture, may have economic or business interests or goals which are inconsistent with those of the Fund, or may be in a position to take (or block) action in a manner contrary to the Fund's investment objectives, the increased possibility of default by, diminished liquidity or insolvency of, the joint venture partner, due to a sustained or general economic downturn (including in the event of default on its funding obligations, the Fund may have to make up for the shortfall) and the possibility that the Fund may be liable for the actions of its joint venture partner in certain circumstances.

Non-U.S. Investments. The Fund may invest a percentage of its capital commitments in investments in or related to portfolio companies that are organized or headquartered or have substantial sales or operations outside of the United States and its territories and possessions. Investments in non-U.S. portfolio companies involve certain risks not typically associated with investing in U.S. securities, including but not limited to risks relating to: (i) currency exchange matters (including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which the Fund's non-U.S. investments are denominated (including risks associated with potentially rapid inflation), and costs associated with conversion of investment principal and income from one currency into another); (ii) exposure to fluctuations in interest rates payable with respect to the instruments in which the Fund invests; (iii) differences in conventions relating to documentation, settlement, corporate actions, stakeholder rights and other matters; (iv) differences between U.S. and non-U.S. credit and securities markets, including potential price volatility in and relative illiquidity of some foreign securities markets; (v) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements, and less or more government supervision and regulation; (vi) certain economic, social and political risks (including potential exchange control regulations, restrictions on non-U.S. investment and repatriation of capital, and the risks of political, economic, governmental or social instability (including the risk of sovereign defaults, regulatory change and the possibility of expropriation or confiscatory taxation)); (vii) the possible imposition of non-U.S. taxes on income, gains recognized and gross sales or other proceeds with respect to non-U.S. securities or instruments; (viii) the application of complex U.S. and non-U.S. tax rules cross-border investments; (ix) possible non-U.S. tax return filing requirements for the Fund and/or its investors; (x) differing and potentially less well-developed or well-tested corporate laws regarding stakeholder rights, creditors' rights (including the rights of secured parties), fiduciary duties and the protection of investors; (xi) differences in the legal and regulatory environment (including enhanced legal and regulatory compliance); (xii) political hostility to investments by foreign investors; (xiii) less publicly available information; (xiv) higher costs that are often associated with such investments (e.g., for local counsel and other local advisors, travel costs and similar expenses), particularly with respect to companies requiring

regulatory licenses, approvals, etc., which can significantly increase such costs; and (xv) the greater distance between the portfolio company and the General Partner making it more difficult for the General Partner to continue to monitor such company or to be as actively involved with such non-U.S. company as compared to a U.S. company. Consequently, there can be no assurance that the Fund's return on investment will not be adversely affected by an investment in non-U.S. securities or instruments.

Additionally, the Fund may be less influential than other market participants in jurisdictions where the General Partner does not have a significant presence, and the Fund may have greater difficulty enforcing its legal rights in such non-U.S. jurisdiction. The Fund may be subject to additional risks, which include possible adverse political and economic developments, possible seizure or nationalization of non-U.S. deposits and possible adoption of governmental restrictions which might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. Furthermore, certain of the Fund's investments may be subject to brokerage taxes levied by non-U.S. governments, the effect of which would be to increase the cost of such an investment and reduce the realized gain (or increase the realized loss) on such an investment at the time of its disposition.

Lastly, in certain non-U.S. jurisdictions, the Fund may be required to indemnify certain third parties in connection with a portfolio company sale process (as such portfolio company's material shareholder). While such a practice may be commonplace in such jurisdictions, the Fund will be subject to potential liabilities that exceed what it would otherwise be subject to with respect to other investments.

Future Investment Techniques and Investments. Subject to the terms of the Organizational Documents and applicable law, the Fund may employ new investment techniques or invest in new instruments that the Adviser believes will help achieve a Fund's investment objectives, whether or not such investment techniques or instruments are specifically described herein. Such investment techniques or instruments may entail risks not described herein. New investment techniques or instruments may not be thoroughly tested in the market before being employed and may have operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to a Fund. In addition, any new investment technique or instrument developed by a Fund may be more speculative than earlier investment techniques or instruments and may involve material and unanticipated risks.

Investments in Scout Funds. Certain Funds are expected to invest in one or more third-party investment funds that are each known as a "Scout Fund," which will in turn make investments in seed-stage companies. Prospective investors should assume that the principal investment decisions of the Scout Fund will generally be driven by the investment sourcing and recommendations of persons who are not themselves investment professionals or employees of the Adviser (the "Scouts") and that a Fund will solely be a limited partner of any Scout Fund. Scout Funds will not be controlled by the Adviser. Thus, prospective investors generally should not expect investments made through the Scout Fund to benefit from the expertise, influence and assistance of the Adviser investment professionals. Instead, prospective investors should expect that the success of portfolio

company investments made through the Scout Fund generally will depend primarily on the ability and success of the Scouts. A Fund's investment in a Scout Fund will provide the Adviser with learning, insights, and exposure to emerging technologies and business models, but the ultimate benefits, if any, of such may rest primarily or exclusively with the Adviser or other funds it sponsors, notwithstanding that the Scout Fund investment was made by a Fund.

Regulatory Intervention in Mergers and Acquisitions. A significant risk to a Fund's portfolio companies and potential liquidity events arises from the potential regulatory intervention in mergers and acquisitions, particularly in the technology sector. Recent actions by regulatory bodies like the U.S. Federal Trade Commission ("FTC") and the UK's Competition and Markets Authority ("CMA") have demonstrated an increased scrutiny over such transactions. For example, the aborted \$20 billion acquisition of Figma by Adobe, which was halted due to CMA's competition concerns. Such interventions pose a considerable risk to potential returns of a Fund's investments. Investors should be cognizant of the fact that regulatory review is becoming more present in a Fund investment and exit process in the technology sector and can materially impact investment outcomes.

Rapid Advancements in AI Technology. The field of artificial intelligence is characterized by rapid and ongoing technological innovation. While this presents significant opportunities for growth and competitive advantage, it also introduces a substantial risk of technological obsolescence. Companies in the AI sector may find themselves outpaced by competitors who develop more advanced, efficient, or cost-effective technologies. Additionally, breakthroughs in areas such as quantum computing, machine learning algorithms, or data analytics could render existing technologies and business models obsolete almost overnight.

For example, a company specializing in machine learning solutions could see its core technology superseded by a more efficient solution developed elsewhere. This not only devalues the company's existing intellectual property but may also necessitate substantial research and development expenditures to catch up, pivot, or diversify. Moreover, clients or end-users might be quick to adopt newer technologies that promise better results, reducing market share and revenues for companies that fail to innovate at the same pace.

In light of these considerations, investments in AI companies carry a significant risk of depreciation due to technological obsolescence. Investors should be aware that the value of their investment could decline if the companies in the portfolio fail to stay at the forefront of technological advancements. Therefore, a Fund's performance is subject to the ability of its portfolio companies to adapt and innovate in a continually evolving technological landscape.

Founder Experience. Venture capital investments in the technology sector often involve backing early-stage companies led by founders who may be experts in technology but inexperienced in business management. While a groundbreaking idea or innovation can be a strong starting point, the lack of managerial experience can present significant operational risks. Inexperienced leadership may struggle with critical tasks such as scaling the business, managing cash flows, executing marketing strategies, and establishing a company culture conducive to long-term

success. These shortcomings can lead to operational inefficiencies, poor decision-making, and ultimately, failure to achieve business objectives. As a result, a Fund's investment in such companies may not realize its expected return, impacting the overall portfolio performance. Investors should be aware that the capability of management teams to adapt and grow with the business is a critical determinant of an investment's success in the fast-paced technology industry.

Regulatory Challenges in AI Technology. The regulatory landscape surrounding AI is dynamic and subject to change. Governments and regulatory bodies worldwide are scrutinizing AI technologies for potential ethical, privacy, and security concerns. New laws, guidelines, or standards could be introduced that impose stringent requirements on AI companies. These changes could lead to increased costs associated with compliance, litigation, or modification of business practices. Regulatory shifts might also slow down time-to-market, restrict the scope of operations, or even make certain business models untenable. For a Fund, this translates to heightened risk that its portfolio companies will require additional time and resources to adapt to new regulatory conditions. Investors should consider that regulatory changes can adversely affect the business operations and financial performance of the companies within a Fund's portfolio.

In the rapidly evolving field of AI, companies are often at the intersection of cutting-edge technology and complex regulatory frameworks. These frameworks can include data protection laws, intellectual property rights, and specific industry standards, among others. Thus, compliance risks are particularly pronounced in this sector due to the novelty of AI applications and the lack of established legal precedents. A Fund's portfolio companies may need to navigate a labyrinth of laws that can differ by jurisdiction, making operations particularly challenging. Failure to comply can result in penalties, legal action, or even forced dissolution of business operations. For instance, mishandling user data could lead to significant fines under regulations like the General Data Protection Regulation (GDPR) in Europe. Similarly, if an AI system is used in healthcare or financial services, industry-specific laws such as the Health Insurance Portability and Accountability Act (HIPAA) or the Dodd-Frank Wall Street Reform and Consumer Protection Act, respectively, may apply.

These compliance challenges not only impose direct costs for legal advice, system audits, and potential penalties but also introduce operational complexity. They can slow down innovation, as companies may need to exercise added caution when developing or deploying new technologies. For the Funds, these risks present a dual challenge: they increase the operational risk profile of portfolio companies and can also lead to capital erosion of a Fund's investment due to legal fees or fines. Therefore, investors should be aware that compliance risks can substantially impact the financial and operational health of a Fund's investments.

Intellectual Property. Intellectual property serves as one of the most valuable assets for technology companies, providing them a competitive edge and acting as a significant barrier to entry for competitors. However, the risk of intellectual property disputes, particularly related to patent infringement, can pose substantial operational challenges for the Fund's portfolio companies. The Fund expects to invest in industries replete with complex technologies and methodologies, where there is a heightened risk of overlapping patents or unintentional infringement.

Disputes over intellectual property could result in expensive legal battles that consume both time and resources. If a court ruling is unfavorable, a portfolio company of the Fund may need to pay hefty fines or royalties and might be forced to alter its product or service, affecting its market position and revenue streams. Thus, intellectual property disputes introduce a volatile element that could significantly impact the return on the Fund's investments and even jeopardize the viability of its portfolio companies.

Risk of Data Breaches. The operations of technology companies often involve the collection, analysis, and storage of vast amounts of data, making data security a critical operational concern. The risk of data breaches, whether through hacking, employee negligence, or system vulnerabilities, could have severe implications. A breach can lead to the unauthorized access of sensitive information, putting both the portfolio company and its clients or customers at risk.

The financial implications of a data breach can be vast, including legal fees, regulatory fines, and costs associated with implementing new security measures. Moreover, the reputational damage can result in loss of customer trust, leading to contract terminations or failure to secure new business. For a Fund, portfolio company data security risks can drastically impact the value and operational stability of its portfolio companies.

Research and Development. It will be imperative that a Fund's portfolio companies continue to improve their current products and develop new ones; accordingly, research and development is a key undertaking for a Fund's portfolio companies. New technologies may be untested or unproven, and delays and cost overruns from unforeseen technical issues may occur. Research and development can be costly, requiring substantial capital, and there is no way to assure that the research and development performed will yield positive financial results for any of the Fund's portfolio companies. Because it is generally not possible to predict the amount of time required or the costs involved in achieving certain research and development objectives, actual development costs of the Fund's portfolio companies may exceed budgeted amounts.

Distributions in Kind. It is possible that not all portfolio investments will be realized by the end of a Fund's term. Although the General Partners expect that investments will be disposed of prior to dissolution, or be suitable for in-kind distribution at dissolution, a Fund may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution. In such cases, in the General Partners' sole and absolute discretion, there may be in-kind distributions by a Fund to its partners of illiquid securities or instruments, whereas during the term of a Fund, such Fund may make in-kind distributions of marketable securities.

There can be no assurance that Limited Partners will be able to dispose of such securities or instruments or that the fair market value of such securities or instruments determined by a Fund for purposes of the determination of distributions and the calculation of its General Partner's carried interest ultimately will be realized. In addition, if a Limited Partner receives distributions in kind of any portfolio investment from the Funds, it may incur additional costs and risks in connection with the disposition of such assets. Any such distribution could put downward pressure

on the price of the issuer's securities. In connection with in-kind distributions, each Limited Partner will need to make a determination whether to hold shares or sell such shares in the public market. Members of the General Partner likewise have the option to sell shares received in connection with in-kind distributions, which has the potential to reduce the market price of such shares. The price at which a Limited Partner sells securities received in a distribution may be lower than the price at which securities are sold by members of the General Partner.

In certain instances, the General Partner may distribute Digital Assets in kind to members of the General Partner while distributing cash proceeds from the sale of Digital Assets to the Limited Partners. The value of such Digital Assets at the time of distribution may be higher than the sale price achieved by the General Partner. In other instances, Limited Partners may elect to receive in kind distribution of Digital Assets and will bear all market, custody, and related risks once such tokens have been distributed.

Certain Other Risks

Global Economic Conditions. The investment performance of the Funds is materially affected by conditions in the global financial markets and economic conditions generally. These conditions can negatively impact the performance of a Fund's investments. The stability and sustainability of global and regional economies may be rapidly impacted by extrinsic factors such as risk inherent in the financial system, economic intervention by governments, terrorism or acts of war. Changing economic conditions in the global economy or in specific regional economies may also impact the ability of the investment strategy used by the Fund to effectively manage or address relative investment risk. There can be no assurances that modifications are refinements to the operation of the Fund can be implemented which would improve overall investment performance in the event of highly correlated value decreases across multiple asset classes.

CFIUS and Other Non-U.S. Foreign Investment Clearance Regimes. Given the technology-focused nature of a Fund's investment strategies, investments by the Fund involving the acquisition of, or investment in, a U.S. business (including a U.S. subsidiary of a company domiciled outside of the United States) may be subject to review and approval by the Committee on Foreign Investment in the United States ("CFIUS"). Significant CFIUS reform legislation and regulations, which became effective on February 13, 2020, among other things, expanded the scope of CFIUS' jurisdiction to cover more types of transactions and empowered CFIUS to scrutinize more closely investments in U.S. assets, including investments involving foreign limited partners or co-investors that may be deemed "non-passive." Outside of the U.S., other countries are increasingly taking action to strengthen their foreign investment clearance ("FIC") regimes. As a result, any investments by a Fund in certain countries outside the U.S. may likewise be subject to review by FIC regimes if the investments are perceived to implicate national security policy priorities.

While the General Partner may take steps (including, but not limited to, placing limitations on investors' governance rights) to help ensure that a Fund's investments are not within the jurisdiction of CFIUS and/or other FIC regulators, CFIUS and other FIC regulatory practices are rapidly evolving, and there can be no assurance that all the Fund's investments will be exempt

from CFIUS and/or other FIC requirements or that CFIUS and/or another FIC regulator will not seek to ask questions about a transaction.

Any review and approval of a Fund's investment by CFIUS and/or another FIC regulator may have outsized impacts on transaction certainty, timing, feasibility, and cost, among other things. Moreover, in the event that CFIUS or another FIC regulator reviews one or more of a Fund's investments, there can be no assurances that the Fund will be able to maintain, or proceed with, such investments on terms acceptable to the Fund. CFIUS or another FIC regulator may seek to impose limitations, conditions, or restrictions on, or prohibit, one or more of the Fund's investments. Such limitations, conditions, or restrictions may prevent a Fund from maintaining or pursuing investments or adversely affect the performance of the Fund's investments, and thus the Fund's performance as a whole. Failure to submit required filings may result in significant financial penalties for each transaction party, as well as reputational damage and potential legal restrictions on future investments. In addition, CFIUS is actively pursuing transactions that it was not notified of and may ask questions regarding, or impose restrictions or mitigation on, transactions post-closing.

A Fund may also invest in companies that are, or may become, subject to CFIUS requirements based on pre-existing foreign ownership and control; in such cases, CFIUS requirements may adversely impact a portfolio company's ability to obtain or retain business or otherwise make it more difficult for the Fund to realize a profit from an investment. CFIUS or other FIC regulatory considerations, including changes to the implementing laws and regulations and agency practice, may limit or restrict the universe of suitable buyers for an investment, thereby constraining the Fund's ability to recognize value from exits and/or making exit transactions more difficult.

The implementation of outbound investment controls regulating U.S. investment to countries and companies deemed to be adverse to U.S. national security and foreign policy interests is currently being contemplated in the United States and may be implemented under the auspices of an executive order or by legislation. Any restrictions on U.S. outbound investment could limit the universe of prospective investments available to A Fund making it more difficult to deploy capital, and/or adversely affect the governance and operations of the Fund's investments and thus the performance of the Fund.

Russia-Ukraine Conflict. On February 24, 2022, Russia launched an invasion of Ukraine that has resulted in an ongoing military conflict between the two countries (the "Russia-Ukraine Conflict"). The Russia-Ukraine Conflict has caused, and is currently expected to continue to cause, significant disruptions to the global financial system, international trade, and the transportation and energy sectors, among other disruptions. In addition, the Russia-Ukraine Conflict has displaced millions of people, causing an acute refugee crisis in Europe, and has increased the threat of nuclear accidents or attacks, cyberattacks and further regional or global conflicts (including a potential expansion of the Russia-Ukraine Conflict to other countries as well as other potential conflicts, including, but not limited to, conflicts in other geographic locations and between other state and non-state actors), among other potentially dire consequences. In response to Russia's actions, multiple countries and governing bodies, including the United States and the EU, have put in place

global sanctions and other severe restrictions or prohibitions on the activities of certain individuals and businesses connected to Russia and/or Belarus. Private companies have also implemented restrictions that severely limit, and in some cases, reverse or cancel, business transactions in or involving certain individuals and/or businesses connected to or associated with Russia and/or Belarus. Further, some private companies have moved to divest of Russian-based subsidiaries and assets. In addition, the impacts of the Russia-Ukraine Conflict on the supply chain and commodity prices are expected to be profound and may result in substantial inflation in one or more countries (or globally). However, the ultimate impact of the Russia-Ukraine Conflict and its effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the Funds or any particular industry, business, currency or country and the duration and severity of those effects, is impossible to predict.

The Russia-Ukraine Conflict may have a significant adverse impact on, and result in significant losses to, a Fund and its portfolio companies. In particular, the portfolio companies of the Fund may suffer significant increases in operating costs (including, among other reasons, as a result of the substantial increase in energy prices), reductions in customers or new subscriptions for services, losses from cyberattacks, significant reductions in revenue and growth, increased foreign exchange risk and/or unexpected operational losses and liabilities. It may also limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future. Developing and further governmental actions (sanctions-related, military or otherwise) may cause additional disruption and constrain or alter existing financial, legal and regulatory frameworks and systems in ways that are adverse to the investment strategy that the Fund intends to pursue, all of which could adversely affect a Fund's ability to achieve its investment objectives.

Terrorist Activities. Terrorist activities, anti-terrorist efforts, armed conflicts involving the United States or its interests abroad and natural disasters may adversely affect the United States, its financial markets and global economies and could prevent the Fund from meeting its investment objectives and other obligations. The potential for future terrorist attacks, the national and international response to terrorist attacks, acts of war or hostility and natural disasters have created many economic and political uncertainties in the past and may do so in the future, which may adversely affect the United States and world financial markets and the Fund for the short or long-term in ways that cannot presently be predicted.

Conflict in the Middle East. On October 7, 2023, Hamas launched the deadliest terror attack against Israel in Israeli history that has caused an armed conflict and massive instability throughout the region. The Fund's potential investment activities in Israel, and throughout the Middle East, are expected to be impacted by this military conflict. So long as this military conflict continues, the Fund's portfolio companies operating in Israel will likely be operating without certain personnel (who might be material to the business) who are serving in the Israeli Defense Force's reserves. In addition, key economic growth programs and non-defense initiatives in Israel are likely to be delayed during this ongoing military conflict. Prolonged military conflicts can have a lasting impact on the national economy of any country, potentially leading to recessionary pressures, which can indirectly affect company growth and scalability. Prospective investors must understand that businesses operating in Israel may face disruptions in their operations due to security concerns,

infrastructure damage, or logistical challenges, and this could have an adverse effect on the Fund, which intends to continue to seek investment opportunities in Israeli companies.

Anti-Bribery and Anti-Corruption Laws and Regulations. Anti-corruption and anti-bribery laws and regulations also apply to the Fund and its portfolio companies from time to time. These laws and regulations prohibit, among other things, providing or offering things of value for an improper or corrupt purpose. These laws and regulations may apply to the Fund's fundraising activities and to the ongoing business and regulatory interactions of the Fund and its portfolio companies, and the Fund has the potential to be adversely affected or miss out on opportunities because of the General Partner's unwillingness to participate in transactions that potentially violate such laws and regulations. Such laws and regulations could make it difficult in certain circumstances for the Fund to act successfully on investment opportunities or to obtain or retain business. Some of these laws and regulations could affirmatively require the Fund or certain of its portfolio companies to adopt and maintain policies, procedures, and systems of internal controls designed to prevent corrupt acts by any them or their respective officers, employees, and agents. In addition, despite any policies implemented, the Fund, its portfolio companies, or their affiliates could engage in activities that could result in violations of such laws and regulations. In recent years, U.S. regulators have become increasingly focused on private fund sponsors' compliance with such laws and regulations. If a portfolio company or the Fund were to violate any such laws or regulations, such portfolio company or the Fund would face significant legal and monetary penalties and/or collateral consequences, such as debarment, profit disgorgement, injunctions on future conduct, securities litigation, or a general loss of investor confidence, any one of which could adversely affect the Fund's business prospects or financial position, as well as the ability to achieve its investment objective or conduct its operations.

Force Majeure Events. Certain force majeure events (i.e., those events beyond the control of the party claiming that the event has occurred, including acts of God, fire, flood, earthquakes, war, terrorism, pandemics and labor strikes) may adversely affect the ability of a16z, its affiliates, the Fund, its portfolio companies, counterparties of the foregoing or other persons or entities to perform their respective obligations. The cost of repairing or replacing assets damaged by a force majeure event could be considerable. In addition, repeated or prolonged service interruptions resulting from a force majeure event may result in a permanent loss of customers, substantial litigation or significant penalties for regulatory or contractual non-compliance, though in some cases, agreements may be terminable if a force majeure event is so catastrophic as to render it incapable of remedy within a reasonable, pre-agreed time period. The occurrence of a force majeure event may, directly or indirectly, have a material adverse effect on the Fund and/or any of its portfolio companies.

Public Health Emergencies; COVID-19. Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, Ebola and COVID-19, have and are resulting in market disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to the Funds.

In an effort to contain such health emergencies, national, regional and local governments, as well as private businesses and other organizations, have taken or have the potential to take restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including “stay-at-home” and similar orders), and ordering the closure of large numbers of offices, businesses, schools, and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets and demand across categories of consumers and businesses, as well as in the credit and capital markets. Restrictive measures, whether on an initial or re-imposed basis, also have the potential to cause labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, steep increases in unemployment levels, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on consumer spending, travel and public accessibility, such as retail and consumer goods, transportation, hospitality, tourism, retail, sports and entertainment.

The ultimate impact of any such health emergency — and any resulting decline in economic and commercial activity — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, but could have a significant adverse impact and result in significant losses to the Funds. The extent of the impact on a Fund’s and its portfolio companies’ operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy a Fund intends to pursue, all of which could adversely affect the Fund’s ability to fulfill its investment objectives. They may also impair the ability of portfolio companies or their counterparties to perform their respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of a Fund, its portfolio companies, the General Partner and the Adviser may be significantly impacted, or even temporarily or permanently halted, as a result of any such health emergencies, or any measures, restrictions, remote-working requirements and other factors related thereto, including its potential adverse impact on the health of any such entity’s personnel. These measures may also hinder such entities’ ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

United Kingdom Exit from the European Union. On January 31, 2020, the UK formally withdrew from the EU (“Brexit”). After this, the UK entered into a transition period during which the majority of the existing EU rules continued to apply in the UK. Following the end of the transition period on December 31, 2020, EU rules ceased to apply in the UK.

Although the terms of the UK's future relationship with the EU were agreed in a trade and cooperation agreement signed on December 30, 2020, this did not include an agreement on financial services. In the absence of a formal agreement on this issue, UK firms in the financial sector have more limited access to the EU market than prior to Brexit and EU firms similarly have more limited access to the UK, owing to the loss of passporting rights under applicable EU and UK legislation. As a result of the onshoring of EU legislation in the UK, UK firms are currently subject to substantially many of the same rules and regulations as prior to Brexit. However, the UK government has stated its intention to recast onshored EU legislation as part of UK legislation and regulation, which could result in substantive changes to regulatory requirements in the UK. If the regulatory regimes for EU and UK financial services change or diverge further, this could have an adverse impact on the Fund and its investments, including the ability of the Fund to achieve its investment objectives in whole or in part (for example, owing to increased costs and complexity and/or restrictions in relation to cross-border access between the EU and non-EU jurisdictions).

Conflicts. The Funds will be subject to certain conflicts of interest arising out of relationships with General Partners and their respective affiliates, which will provide management services to the Funds. The agreements and arrangements among the Funds, the General Partners and their affiliates have been established by the General Partners and are not the result of arm's-length negotiations. Certain of the Adviser's personnel are currently subject to certain contractual, fiduciary or other obligations regarding the prior Adviser funds, to include their continuing to provide services to certain of such funds and their portfolio companies. While the General Partners believe that they will generally be able to resolve any conflicts on an equitable basis, it is possible that such conflicts will not be resolved in favor of the Funds, even where disinterested parties are consulted to review such conflicts.

Independent Investment Vehicles. Each Fund managed by the Adviser is raised as an independent investment vehicle. An investor in one Fund may not necessarily be an investor in any other Fund. An investor who has elected to invest in multiple Funds may hold a different percentage interest in each. The General Partner's carried interest in one Fund will be determined without regard to the performance of any other Fund. Each Fund has a different investment objective and risk profile, and each prospective investor should consult with his, her or its personal legal, tax and financial advisers before determining the extent of such person's participation in each Fund.

Voluntary Withdrawals. Voluntary withdrawals of investor interests are not permitted, except in limited instances when required or when necessary to comply with the laws or regulations applicable to an investor, including ERISA regulations. As a result, investors may not be able to liquidate their investments prior to the end of a Fund's term. A withdrawn investor may not be entitled to immediate payment for its interest in the Funds. Any withdrawal of an investor may reduce the amount of capital available for investment or other activities.

Mandatory Withdrawals. A General Partner may, under certain circumstances, require an investor to withdraw from a Fund. If an investor is required to withdraw from a Fund or prevented from making any future capital contributions, such Fund may face a shortfall. If a Fund is unable to finance the shortfall from other sources, it is possible that such Fund may be required to limit the

scope of its investments, or it may default on its obligations and/or its ability to continue operations may otherwise be impaired.

Performance-Based Compensation. A General Partner's carried interest creates a greater incentive for the Adviser to make more speculative investments on behalf of such Fund or time the purchase or sale of investments in a manner motivated by the personal interest of the Adviser personnel than if such performance-based compensation did not exist, as the Adviser receives a disproportionate share of profits. However, the significant commitment by the Adviser to invest in the Fund along with the General Partner clawback should reduce the incentives for the Adviser to make more speculative investments or otherwise time the purchase or sale of investments based on considerations related to carried interest. The General Partner clawback potentially creates other misalignments of interests between the Adviser and investors, such as an incentive for the Adviser to defer disposition of an investment that would result in a realized loss and trigger the clawback, or delay the dissolution and liquidation of the Fund if doing so would trigger a clawback obligation.

Conflicting Fiduciary Duties to Other Funds. The Funds may purchase investments in which another investment vehicle affiliated with the General Partners already has an interest, or otherwise another such entity may purchase an investment in a portfolio company of the Funds and may do so at different points in time. As an advisor to both the Funds and such other affiliated entities, an Investing Partner may owe a fiduciary duty to the other entities as well as to the Funds.

Investments in Which Affiliated Vehicles Have a Different Principal Investment. A Fund may also co-invest with other affiliated investment funds (including co-investment or other vehicles in which the Adviser or its personnel invest and that co-invest with such other affiliated investment funds) or accounts in investments that are suitable for both such Fund and such other affiliated entities. To the extent the Funds hold securities or instruments that are different (including with respect to their relative seniority or liquidation preferences) than those held by such other affiliated entities, the General Partners and their affiliates may be presented with decisions when the interests of multiple funds are in conflict. In that regard, actions may be taken for the other affiliated entities that are adverse to the Funds, and vice-versa.

Material Non-Public Information. The Adviser from time to time receives material, non-public information regarding issuers, including through its members who participate on the board of directors of other entities, which in some cases may expose such persons to material non-public information regarding other issuers that may fall within a Fund's investment objectives. Under applicable law and policies, Adviser personnel are generally prohibited from disclosing or using material non-public information for their own personal benefit or for the benefit of any other person, regardless of whether that person is a client. Accordingly, should an employee of the Adviser obtain material, non-public information with respect to an issuer, he or she is generally prohibited from communicating that information to, or using that information for the benefit of, clients. Accordingly, receipt of material non-public information by the Adviser or its employees may impact the ability of the Funds to buy, sell or hold certain investments, which may adversely impact a Fund's investment results. The Adviser has no obligation or responsibility to disclose the information to, or use such information for the benefit of, any person (including clients) even if

requested by the Adviser or its affiliates and even if failure to do so would be detrimental to the interests of that person.

Securities Laws Restrictions on Trading. Certain members, officers, employees or other representatives of the General Partner or the Adviser or other affiliates of a Fund serve as directors of certain portfolio companies. As a result, Funds (through representatives or otherwise) will receive or be deemed to receive information that would restrict their ability to buy or sell securities of a company for substantial periods of time when profit could otherwise be realized or loss avoided, which will adversely affect its ability to buy, sell or distribute securities. In addition, the ability to execute trades in securities of these companies will also be restricted by securities laws, including but not limited to Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 144 promulgated under the Securities Act of 1933, as a result of the board participation or extent of ownership of the Funds and affiliated persons.

Advisory Committee Consents and Waivers. Certain transactions by the Fund that would otherwise be prohibited by the Organizational Documents, including certain transactions that involve potential conflicts of interest between a Fund, on the one hand, and other funds managed by the Adviser, on the other hand, may be effected with the consent of an Advisory Committee. Additionally, the General Partner may notify, consult with, or seek the consent of an Advisory Committee for certain transactions that involve potential conflicts of interest, but for which such notice, consultation or consent is not otherwise required by the Organizational Documents. Some or all of the members of an Advisory Committee will likely also be on the advisory committee of the other funds managed by the Adviser with which there is a potential conflict or will likely represent investors that have an interest in both the Fund and such other funds managed by the Adviser. Such Advisory Committee members will not be precluded from participating in discussions with respect to, or from voting on, such transactions that involve potential conflict of interests.

In addition, an Advisory Committee will not represent the interests of all of the investors of the Fund, each member of an Advisory Committee may act in the interests of the investor with which it is associated, and the members of an Advisory Committee may themselves be subject to various other conflicts of interest which may influence their decisions on matters presented to an Advisory Committee. In general, the investors of the Fund will not be entitled to control the selection of members of an Advisory Committee or to review the actions or deliberations of an Advisory Committee.

Legal, Tax & Regulatory Risks. Legal, tax, and regulatory changes could occur during the term of a Fund that will adversely affect such Fund, its portfolio companies, or the investors. A Fund may have limited legal recourse in the event of a dispute, and remedies might have to be pursued in the courts of a variety of countries. There can be no assurance that regulations promulgated in countries where the Funds invest will not adversely affect a Fund or its portfolio investments.

Moreover, regulation of the venture capital and private equity industry, including regulation applicable to managers of private investment funds such as the Adviser, has increased significantly

in recent years and is expected to continue to increase. Compliance with regulations requires significant time and effort from the Adviser and its personnel. In addition, the SEC has enacted changes to numerous areas of law and regulations that would impact the business of the Adviser and the Funds. In particular, the SEC has signaled an increased emphasis on investment adviser and private fund regulation and has adopted a number of new rules that impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose additional changes in the future. Such changes are expected to materially impact the Adviser and its affiliates, the Funds and/or their investments, as well as increasing Fund expenses. Significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the Funds. As a registered investment adviser or for other reasons, the Adviser or its affiliates and personnel will from time to time be subject to regulatory inquiries, examinations, investigations or enforcement actions that require significant time and attention from the Adviser's personnel, and that could distract from the management of the Funds' affairs. Enforcement actions and any resulting sanctions that have an adverse effect on the Adviser or its affiliates and personnel could in turn have an adverse effect on the Funds. In certain cases, the Funds themselves could become subject to regulatory investigation or enforcement actions that could involve significant cost to the Funds or otherwise adversely affect the Funds.

U.S. Taxation of Carried Interest. U.S. federal income tax law treats certain allocations of capital gains to service providers by partnerships such as the Funds as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset that generated such gain for more than three years. Additionally, Congress has considered proposed legislation that would treat certain income allocations to service providers by partnerships such as a Fund (including any carried interest) as ordinary income for U.S. federal income tax purposes that under current law are treated as an allocation of the partnership's income (and which may be taxed at lower rates than ordinary income). Such rules, as well as any such legislation that may be enacted in the future, could apply to reduce the after-tax returns of individuals associated with a Fund, its General Partner, or the Adviser who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the relevant General Partner and its affiliates to incentivize, attract and retain individuals to perform services for a Fund. This creates potential incentives for the Adviser to cause a Fund to hold investments for a longer period than would be the case if such greater-than-three year holding period requirement did not exist.

Risks Arising from Provision of Managerial Assistance. A Fund may seek to structure its investments so that it will be a "venture capital operating company" within the meaning of regulations promulgated under ERISA, although there is no guarantee that it will be able to do so. This requires that such Fund obtain rights to participate substantially in and to influence the conduct of the management of a majority of such Fund's portfolio companies.

Risks of Certain Dispositions. In connection with the disposition of an investment in a portfolio company or otherwise, a Fund may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. It will also be required in certain instances to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may

result in the incurrence of contingent liabilities for which the General Partner may establish reserves or escrow accounts. In that regard, under certain circumstances described in such Fund's Advisory Agreement, the General Partner of such Fund will make distributions of cash or securities to the Fund partners that remain subject to recall for the payment (in whole or in part) of such contingent liabilities. These arrangements may result in the incurrence of contingent liabilities for which the General Partner may establish reserves and escrows. In that regard, a distribution of proceeds that might otherwise be made would likely either be delayed or withheld until such reserves are no longer needed. If any such distribution is made in lieu of being delayed and withheld and such representations prove to be inaccurate, the investors of such Fund could be required to return such distribution to such Fund as provided in the Advisory Agreement.

In-Kind Distributions. Certain investments are distributed in-kind to the limited partners of a Fund and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such limited partners, particularly in times of market volatility. After a distribution of securities is made to each Fund's limited partners, many partners, including the Adviser's personnel, are permitted to (and in periods of market volatility and/or in furtherance of personal financial objectives often will) liquidate such securities within a short period of time, which is likely to have an adverse impact on the price of such securities. In certain instances, the price at which such securities may be sold by limited partners will be lower than the last reported value of such securities determined pursuant to the Advisory Agreement, including the value used to determine the amount of carried interest available to the General Partner with respect to such investment, and/or the price at which securities are sold by the Adviser's personnel. Adviser personnel that receive portfolio company securities will be subject to conflicts of interest in determining whether to sell such securities (subject to restrictions imposed by the portfolio company and/or Adviser), and are incentivized to sell or retain such securities for a period consistent with their own financial and investment objectives, which have the potential to differ from those of the relevant Fund and/or limited partners. In certain instances, Adviser personnel sell portfolio company securities they own personally (acquired separate from any affiliation with the Adviser or Adviser funds or otherwise), prior to an in-kind distribution of such portfolio company's securities to limited partners. Such sales have the potential to have an adverse impact on the price of these securities.

Failure of an Investee Company. Although the companies in which the Funds invest are carefully selected by the Adviser, it is possible that a Fund may lose all or a portion of its investment in such companies. No assurance can be given that the failure of one or more of such companies will not have a material adverse effect on the Fund's overall performance.

Digital Asset Risks

In addition, material risks relating to the investment strategies and methods of analysis described above, and to the types of securities typically purchased by or for certain Funds invested in Digital Assets, include the following:

Digital Asset Investments. Digital Assets are loosely regulated and there is no central marketplace for currency exchange. Supply is determined by a computer code, not by a central bank, and prices have been extremely volatile. Digital Asset exchanges have been closed due to fraud, failure or security breaches. Any of a Fund's funds that reside on an exchange that shuts down may be lost. Several factors may affect the price of Digital Assets, including, but not limited to: supply and demand, investors' expectations with respect to the rate of inflation, interest rates, currency exchange rates, overall market sentiment or future regulatory measures that restrict the trading of Digital Assets or the use of Digital Assets as a form of payment. There is no assurance that Digital Assets will maintain their long-term value in terms of purchasing power in the future, or that acceptance of Digital Asset payments by mainstream retail merchants and commercial businesses will continue to grow. In addition, Digital Assets are a relatively recent technological innovation. Bitcoin is widely considered to be the first popular crypto asset and was invented in 2009. Other crypto assets in which the Funds may invest were created after Bitcoin and, in certain cases, may not be in existence as of the date of this Brochure. This limited operating and trading history limits the General Partner's ability to evaluate the investment opportunity of a Digital Asset and limits the ability of Limited Partners to evaluate an investment in the Funds.

Hedging Transactions. The Adviser will not, in general, attempt to hedge all market or other risks inherent in such Fund's portfolio positions, and will hedge certain risks, if at all, only partially. A Fund may choose not, or may determine that it is economically unattractive, to hedge certain risks – either in respect of particular positions or in respect of its overall portfolio. A Fund's portfolio composition will commonly result in various directional market risks remaining unhedged. Even if the Adviser is successful in reducing or controlling risk through hedging, the cost of hedging may have the effect of reducing returns. Furthermore, it is possible that such hedging strategies will not be effective in controlling risk, due to unexpected non-correlation (or even positive correlation) between the hedging instrument and the position being hedged, increasing rather than reducing both risk and losses.

Lack of Diversification. The Funds have no diversification policies with respect to Digital Assets and may concentrate investments in particular types of positions. The investment risk of a portfolio that is concentrated in particular positions is greater than if the portfolio is invested in a more diversified manner. Although the Funds will structure their portfolios so that investments (both individually and in the aggregate) have desirable risk/reward characteristics, the Funds are not subject to any restrictions. Each Fund will have a non-diversified portfolio, with all of such Fund's assets invested in Digital Assets and/or in the securities or other financial instruments of companies in Digital Asset-related industries. Such lack of diversification substantially increases the risk of loss associated with an investment in a Fund.

Digital Asset Trading is Volatile and Speculative. Digital Assets represent a speculative investment and involve a high degree of risk. As relatively new products and technologies, Digital Assets have not been widely adopted as means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of the demand for Digital Assets is generated by speculators and investors seeking to profit from the short- or long-term holding of Digital Assets. The relative lack of acceptance of Digital Assets in the retail and commercial marketplace limits the ability of end-users to pay for goods and services with Digital Assets. A lack of expansion by Digital Assets into retail and commercial markets, or a contraction of such use, may result in increased volatility. Trading infrastructure for buying and selling Digital Assets is still developing and differs in many ways from trading in traditional equity securities of publicly traded companies. In many cases, there may be no clear primary market for a particular Digital Asset and pricing may be less transparent compared to traditional public equity markets. Such factors impact the General Partner's ability to value Digital Assets and also may make it harder to achieve "best execution" for trading in Digital Assets.

Custody of the Funds' Digital Assets. The General Partner of a Fund will be responsible for arranging for custody of such Fund's Digital Assets, including by storage in one or more "cold wallets" and/or on various Digital Asset exchanges. In certain instances, the company a Fund is invested in will hold the Fund's Digital Assets following network launch for a period of time either to fulfill a contract obligation during a vesting period or prior to engagement of a third-party custodian or implementation of a self-custody solution for such assets. Digital Asset exchanges may require the General Partner to allow the exchange to control the applicable private keys when such exchanges are utilized by a Fund. If the General Partner determines it will use a self-custody solution, the Adviser will take such steps as it determines are necessary to maintain access to these keys and to prevent their exposure to hacking, malware and general security threats, but there can be no assurance that such steps will be adequate to protect such keys or a Fund's Digital Assets from such threats or that there will be no failure or penetration of the applicable security systems. There also can be no assurance that, to the extent the Funds utilize third-party custodial services, such third parties maintain required certifications with the SEC or other regulatory agencies, the loss of which could cause such custodians to not be deemed qualified custodians by various regulatory agencies.

Risk of Loss of Private Keys. Various Digital Assets are controllable only by the possessor of unique private keys relating to the addresses in which the Digital Assets are held. The theft, loss or destruction of a private key required to access a Digital Asset is irreversible, and any such private key would not be capable of being restored by a Fund. Any loss of private keys relating to digital wallets used to store a Fund's Digital Assets could result in the loss of such Digital Assets, and a limited partner could incur substantial, or even total, loss of capital.

Risk of Loss due to Incapacitation of Key Personnel. Certain key personnel of the Funds' teams will be the sole individuals in possession of the unique private keys required to access the Digital Assets held by certain Funds. The simultaneous incapacitation of such individuals would likely result in the loss of the private keys and, consequently, the loss of the Digital Assets held by each Fund. Although the Adviser and General Partner of each Fund holding Digital Assets will have a

disaster recovery plan in place, there is a risk of such a plan failing. In the event of both incapacitation of the individuals who hold such private keys and failure of the Fund's disaster recovery plan, a limited partner could incur substantial, or even total, loss of capital.

Irreversibility of Transactions and Risk of Unauthorized or Erroneous Use. The distributed ledger used to keep track of ownership and transfers of cryptocurrency does not allow for central control by any person or entity. As a result, all transactions, even erroneous or unauthorized ones, are irreversible. Although the third-party wallet providers and exchanges used by the Funds may implement state of the art online security measures, an unauthorized person could gain control of a Fund's or its counterparties' cryptocurrency or other cryptocurrency wallets and issue unauthorized payments. While the Funds will use reasonable security measures including but not limited to controlling access to the Funds' cryptocurrency and other accounts via the use of multi-factor-authentication tokens, there is no guarantee that the General Partner's computers or home or office networks cannot be hacked, thus leading to a compromise of secret passwords and account access information. In the case of unauthorized transfer of cryptocurrencies or other cryptocurrency, the stolen cryptocurrencies may never be recovered. Even though the wallet address to which the stolen cryptocurrencies were transferred to by the perpetrator will be visible, as all transactions on the cryptocurrency blockchain are publicly visible, the identity of the perpetrator may never be found. The perpetrator may be able to then transact with the stolen cryptocurrencies and exchange them for goods, services, fiat currency, or other cryptocurrencies, in which case tracking the stolen cryptocurrencies may lead to a legitimate person or entity who purchased them unaware of their illegitimate origin, wherein the valuables exchanged for the stolen cryptocurrencies may no longer be traceable or within reach of law enforcement, yet remain in control of the perpetrator. Similarly, the irreversible nature of the transactions in cryptocurrencies means that an erroneous payment made may not be reversed and the receiving party may not be reachable or influenced to issue a new payment to overturn the erroneous one. The Funds may be adversely affected by such an unauthorized or erroneous transaction via a wallet it owns directly, or via its exposure to another counterparty such as a cryptocurrency exchange, wherein the latter may be affected by an unauthorized or erroneous transaction leading to losses.

Technology and Security. As indicated above, any 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 result in the halting of a Fund's operations or a loss of Fund assets. Furthermore, each Fund must adapt to technological change in order to secure and safeguard client accounts. While the Adviser intends to develop an appropriate security system reasonably designed to safeguard each Fund's Digital Assets from theft, loss, destruction or other issues relating to hackers and technological attack, there can be no assurance that any such solution will provide sufficient security. As technological change occurs, the security threats to each Fund's Digital Assets will likely adapt and previously unknown threats may emerge. Furthermore, the General Partner of each Fund believes that each Fund may become a more appealing target of security threats as the size of such Fund's assets grows. To the extent that a Fund is unable to identify and mitigate or stop new security threats, such Fund's Digital Assets

may be subject to theft, loss, destruction or other attack, which could have a negative impact on the performance of such Fund or result in loss of such Fund's assets.

Digital Asset Exchanges. The Digital Asset exchanges on which Digital Assets trade are relatively new and largely unregulated and may therefore be more exposed to theft, fraud and failure than established, regulated exchanges for other products. In general, Digital Asset exchanges are currently start-up businesses with no institutional backing, limited operating history and no publicly available financial information. Exchanges generally require cash to be deposited in advance in order to purchase Digital Assets, and no assurance can be given that those deposit funds can be recovered.

Additionally, upon sale of Digital Assets, cash proceeds may not be received from the exchange for several business days. The participation in exchanges requires users to take on credit risk by transferring Digital Assets from a personal account to a third-party's account. The Funds will take credit risk of an exchange every time it transacts.

Digital asset exchanges may impose daily, weekly, monthly or customer-specific transaction or distribution limits or suspend withdrawals entirely, rendering the exchange of Digital Assets for fiat currency difficult or impossible. Additionally, Digital Asset prices and valuations on Digital Asset exchanges have been volatile and subject to influence by many factors including the levels of liquidity on exchanges and operational interruptions and disruptions. The prices and valuation of Digital Assets remain subject to any volatility experienced by Digital Asset exchanges, and any such volatility can adversely affect an investment in the Funds.

Digital Asset exchanges are appealing targets for cybercrime, hackers and malware. It is possible that while engaging in transactions with various Digital Asset exchanges located throughout the world, any such exchange may cease operations due to theft, fraud, security breach, liquidity issues, or government investigation. In addition, banks may refuse to process wire transfers to or from exchanges. Over the past several years, many exchanges have, indeed, closed due to fraud, theft (e.g., Mt. Gox voluntarily shutting down because it was unable to account for over 850,000 Bitcoin), government or regulatory involvement, failure or security breaches (e.g., the voluntary temporary suspensions by Mt. Gox of cash withdrawals due to distributed denial of service attacks by malware and/or hackers), or banking issues (e.g., the loss of Tradehill's banking privileges at Internet Archive Federal Credit Union). In many of these instances, the customers of such Digital Asset exchanges were not compensated or made whole for the partial or complete losses of their account balances in such Digital Asset exchanges. Most recently, in November 2022, the Digital Assets exchange FTX was shut down after allegations of rampant fraud and misappropriation of customer assets by the exchange, its senior executives, and their affiliates. While the case is ongoing, many customers of FTX, including investment funds, have become unsecured creditors in FTX's Chapter 11 bankruptcy proceedings, and they may not recover all or even a portion of the Digital Assets and funds that had been purportedly held by FTX.

As indicated by the 2023 SEC Actions, the SEC is in the process of scrutinizing Digital Asset exchanges' compliance with federal securities laws. Should any Digital Asset exchange be found

in violation of the relevant U.S. regulations, the availability of such Digital Asset exchange's service in the U.S. or to U.S. persons may be limited or discontinued, which would negatively affect broader liquidity of the Digital Asset market.

Any financial, security or operational difficulties experienced by such exchanges may result in an inability of the Funds to recover money or Digital Assets being held by the exchange, or to pay investors upon redemption. Further, the Funds may be unable to recover Digital Assets awaiting transmission into or out of the Funds, all of which could adversely affect an investment in the Funds. Additionally, to the extent that the Digital Asset exchanges representing a substantial portion of the volume in Digital Asset trading are involved in fraud or experience security failures or other operational issues, such Digital Asset exchanges' failures may result in loss or less favorable prices of Digital Assets, or may adversely affect the Funds, its operations and investments, or the Investors.

Trading on Digital Asset Networks. Each Fund may convert U.S. dollar contributions made by limited partners to Digital Assets over specific networks, as applicable. Each Fund may use certain Digital Assets to purchase other Digital Assets. Many Digital Asset networks are online end-user-to-end-user networks that host a public transaction ledger, known as the blockchain, and the source code that comprises the basis for the cryptographic and algorithmic protocols governing such networks. In many Digital Asset transactions, the recipient of the Digital Asset must provide its public key, which serves as an address for a digital wallet, to the party initiating the transfer. In the data packets distributed from Digital Asset software programs to confirm transaction activity, each Digital Asset use must "sign" transactions with a data code derived from entering the private key into a "hashing algorithm," which signature serves as validation that the transaction has been authorized by the owner of such Digital Asset. This process is vulnerable to hacking and malware and could lead to theft of a Fund's digital wallets and the loss of such Fund's Digital Assets. Many Digital Asset exchanges have been closed due to fraud, failure or security breaches. In many of these instances, the customers of such Digital Asset exchanges were not compensated or made whole for the partial or complete losses of their account balances in such Digital Asset exchanges.

Intellectual Property Rights Claims May Adversely Affect the Operation of Digital Asset Networks. Third parties may assert intellectual property claims relating to the operation of various Digital Assets and their source codes relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in a Digital Asset's long-term viability or the ability of end-users to hold Digital Assets may adversely affect an investment in a Fund. Additionally, a meritorious intellectual property claim could prevent a Fund and other end-users from accessing a Digital Asset network or holding or transferring their Digital Assets, which could force such Fund to terminate and liquidate such Fund's Digital Assets (if such liquidation of such Fund's Digital Assets is possible). As a result, an intellectual property claim against a Fund could adversely affect an investment in such Fund.

Stolen or Incorrectly Transferred Digital Assets May Be Irretrievable. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of Digital Assets or a theft of Digital Assets 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 Assets could be transferred in incorrect amounts 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 which has received such Fund's Digital Assets through error or theft, such Fund will be unable to revert or otherwise recover incorrectly transferred Digital Assets. To the extent a Fund is unable to seek redress for such error or theft, such loss could adversely affect an investment in such Fund.

Risks of Flawed or Ineffective Source Code. If the source code or cryptography underlying a digital currency held by a Fund proves to be flawed or ineffective, malicious actors may be able to steal the Fund's Digital 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 holds the affected digital currency, a malicious actor may be able to steal the Fund's Digital Assets, which would adversely affect an investment in the Fund. Even if the 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.

Risk to Digital Asset Networks from Malicious Actors. If a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) obtains a majority of the processing power dedicated to mining on certain Digital Asset networks, it may be able to alter the blockchain on which the Digital Asset transaction relies by constructing alternate blocks if it is able to solve or validate for such blocks faster than the remainder of the miners on the Digital Asset network can add or publish valid blocks. Similarly, with proof of stake blockchains, if a malicious actor or botnet obtains a large enough percentage of staked assets on a particular Digital Asset network, it may be able to withholding block proposals to disrupt chain finality, executing reorganization attacks to favor certain transactions. In such alternate blocks, the malicious actor or botnet could control, exclude or modify the ordering of transactions, though it could not generate new Digital Assets or transactions using such control. Using alternate blocks, the malicious actor could double-spend its own Digital Assets and prevent the confirmation of other users' transactions for so long as it maintains control. To the extent that such malicious actor or botnet does not yield its majority control on various Digital Asset networks or the Digital Asset community does not reject the fraudulent blocks as malicious, reversing any changes made to the blockchain may not be possible. Such changes could adversely affect an investment in a Fund or the ability of such Fund to transact.

Risk of Blockchain "Fork". 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, or other types of validators, consent to the modification, the change is implemented and the network remains uninterrupted. However, if less than a substantial majority of those parties 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 “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.

Forks may occur after a significant security breach. In June of 2016, a smart contract using the Ethereum network was hacked, which resulted in most participants in the Ethereum ecosystem electing to adopt a “hard fork” that effectively reversed the hack. However, a minority of users continued to develop the old blockchain, now referred to as “Ethereum Classic” with the digital currency on that blockchain now referred to as Classic Ether, or ETC. Classic Ether remains traded on several digital currency exchanges.

Additionally, a fork could be introduced by an unintentional, unanticipated software flaw in the multiple versions of otherwise compatible software users run. Such a fork could adversely affect the digital currency’s viability. It is possible, however, that a substantial number of users and miners could adopt an incompatible version of the currency while resisting community-led efforts to merge the two chains. This would result in a permanent fork, as in the case of Ether and Classic Ether. If a permanent fork were to occur, then a Fund could hold amounts of both the original digital currency and the new alternative.

Furthermore, a hard fork can introduce new security risks. For example, when Ether/Classic Ether split in July 2016, replay attacks, in which transactions from one network were rebroadcast to nefarious effect on the other network, plagued Ethereum exchanges through at least October 2016. An Ethereum exchange announced in July 2016 that it had lost 40,000 Classic Ether, which was worth about \$100,000 at that time, as a result of replay attacks. Another possible result of a hard fork is an inherent decrease in the level of security. After a hard fork, it may become easier for an individual miner or mining pool’s hashing power to exceed 50% of the processing power of the digital currency network, thereby making digital currencies that rely on proof of work more susceptible to attack.

Additionally, it may be unclear following a fork which fork represents the original asset and which is the new asset. Different metrics adopted by industry participants to determine which is the original asset include: wishes of the core developers of a digital currency, the blockchain with the greatest amount of hashing power contributed by miners or validators, or the blockchain with the longest chain. To the extent that a Fund must decide which fork is a continuation of an original asset and which is a new asset, the Fund will not look to any one factor as being dispositive and instead will seek to determine which asset is generally accepted as being the continuation of the original asset by looking at a number of factors, including those listed above, the actions of market

participants, discussions on relevant forums, and the relevant spot and futures prices of the assets, among other factors.

A fork in the network of a particular digital currency could adversely affect an investment in a Fund or the ability of the Fund to operate.

Inability to Realize Benefits of Hard Forks or “Air Drops”. A 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 holds a Digital Asset at the time of a hard fork into two Digital Assets, it would be expected to hold an equivalent amount of the old and new assets following the hard fork. However, the 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 access to the new asset. In addition, the 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 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 from benefiting 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 the Fund to sell the new asset, or there may not be a suitable market into which the Fund can sell the new asset (either immediately after the fork or ever).

In addition, a Digital Asset held by a 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. For example, in March 2017, the promoters of Stellar Lumens announced that anyone that owned Bitcoin as of June 26, 2017, could claim, until August 27, 2017, a certain amount of Stellar Lumens. Additionally, there has been a rise in spam airdrops that are unlikely to represent any economic value to a Fund and may introduce security risks upon interaction (not dissimilar to malware exploits in other networks). For the same reasons as described above with respect to hard forks, a Fund may or may not choose, or be able, to participate in an air drop, or may or may not be able to realize the economic benefits of holding the new Digital Asset. The timing of any such occurrence is uncertain and a Fund’s participation would be subject to the discretion of the Adviser. Any inability to recognize the economic benefit of a hard fork or an air drop could adversely affect an investment.

Risks of Internet Disruptions. A disruption of the internet may affect the use of digital currencies and subsequently the value of an investor’s interest. Many digital currencies are dependent upon the internet. A significant disruption in internet connectivity could disrupt a currency’s network operations until the disruption is resolved and have an adverse effect on the price of digital currencies. In particular, some variants of digital currency have been subjected to a number of denial-of-service attacks, which have led to temporary delays in block creation and in the transfer of the currency. While in certain cases in response to an attack, an additional “hard fork” has been

introduced to increase the cost of certain network functions, the relevant network has continued to be the subject of additional attacks. Moreover, it is possible that as digital currencies increase in value, they may become more attractive targets for hackers and subject to more frequent hacking and denial-of-service attacks.

Digital currencies are also susceptible to border gateway protocol hijacking, or BGP hijacking. Such an attack can be a very effective way for an attacker to intercept traffic en route to a legitimate destination. BGP hijacking impacts the way different nodes and miners are connected to one another to isolate portions of them from the remainder of the network, which could lead to a risk of the network allowing double-spending and other security issues. If BGP hijacking occurs on a digital currency network, participants may lose faith in the security of digital currencies, which could affect the value of those digital currencies and consequently the value of an investment.

Any future attacks that affect the ability to transfer the digital currency could have a material adverse effect on the price of the currency and the value of an investment.

Risks of 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 revenue 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 may be adversely affected.

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. For example, a bug in the smart contracts underlying the DAO, a decentralized autonomous organization for venture capital funding, allowed an attack by a hacker who drained \$50 million from its accounts. The theft was reversed only by the developers making a "hard fork" of Ethereum. See "Risk of a Blockchain 'Fork'" above. Nevertheless, the price of Ether dropped 35% because of the attack and also the fork. In addition, in July 2017, a vulnerability in a smart contract for a multi-signature wallet software provided by

Parity led to a \$30 million theft of Ether. Initial problems and continued setbacks with the implementation and development of smart contracts may have an adverse effect on the value of Ether and other digital currencies.

Exchanges Operating Outside of the U.S. There are many Digital Asset exchanges operating outside of the United States that for liquidity or other reasons the Adviser may use to effect Fund transactions. The Funds may have difficulty in successfully pursuing claims in the courts of such countries or enforcing in the courts of such countries a judgment obtained by the Funds in another country. In general, certain less developed countries lack fully developed legal systems and bodies of commercial law and practices normally found in countries with more developed market economies. These legal and regulatory risks may adversely affect the Funds and their operations and investments.

Third Party Wallet Providers. The Funds may use third party wallet providers to hold a portion of each Fund's Digital Assets. The Funds may have a high concentration of its Digital Assets in one location or with one third party wallet provider, which may be prone to losses arising out of hacking, loss of passwords, compromised access credentials, malware, or cyber-attacks. The Funds are not required to maintain a minimum number of wallet providers to hold the Funds' Digital Assets. The Funds may not perform detailed diligence on such third-party wallet providers and, as a result, may not be aware of all security vulnerabilities and risks. Certain third-party wallet providers may not indemnify the Funds against any losses of Digital Assets. Digital Assets held by third parties could be transferred into "cold storage" or "deep storage," in which case there could be a delay in retrieving such Digital Assets. The Funds may also incur costs related to third party storage. Any security breach, incurred cost or loss of Digital Assets associated with the use of a third-party wallet provider, may adversely affect an investment in the Funds. A Fund's ability to invest in a particular cryptocurrency may be impacted by the types of cryptocurrencies accepted by third party wallet providers that are qualified custodians. In addition, a number of the risks applicable to the Adviser are also applicable to third party wallet providers, including without limitation those discussed above in "Custody of the Fund's Digital Asset" and "Risk of Loss of Private Keys".

Risks Related to Insufficient Mining or Validation Incentives. With respect to digital currencies that are maintained through mining or validation activities, if the award of new units of digital currency for solving blocks and transaction fees for recording transactions is not sufficiently high, miners or validators may cease their activities and, as a result, confirmations of transactions on the blockchain could be slowed temporarily and the likelihood of a malicious actor or botnet obtaining control may increase.

Risk of 51% Attack. Transactions in cryptocurrencies based on blockchain technology are subject to what is referred to as "51% attacks." The transactions on the blockchain are processed by miners or validators and this processing consumes much computing power. The technology has a known vulnerability in case one miner is able to process more than 50% of the transaction's throughput. In this case such miner may be able to change the transaction history in a way that will benefit him or herself to the detriment of other holders of the cryptocurrency. This risk also exists for proof of

stake blockchains when one owner has a majority of staked assets and can validate fraudulent transactions, double spend, or refuse to validate legitimate transactions. A successful such attack may lead to complete loss of confidence in the cryptocurrency and rapid deterioration in its price until it potentially becomes worthless.

Risks of Exclusion of Transactions. To the extent that any miners or validators 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. This could result in a loss of confidence in the digital currency network, including the Bitcoin network and Ethereum network, which could adversely affect an investment.

Risks of Collusion of Miners or Validators. Miners or validators could collude to raise transaction fees, which may adversely affect the usage of digital currency networks. Miners and validators, functioning in their transaction confirmation capacity, often collect fees for each transaction they confirm. While miners and validators are not forced to confirm any specific transaction, they are economically incentivized to confirm valid transactions as a means of collecting fees. If miners or validators 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, which may adversely affect an investment in a Fund or the ability of the Fund to operate.

Regulatory Risks Related to Digital Assets. Certain Funds invest in early-stage projects that are developing protocols or tokens that are not yet available in a distributed and liquid network. Launching a network is often accomplished through processes referred to as airdrops, mining initial coin offerings (“ICOs”) or initial exchange offerings (“IEOs”). ICOs and IEOs allow for investors or users of the network to purchase certain Digital Assets offered or created by blockchain based companies on various platforms in exchange for dollars or already established Digital Assets, which can then be converted to dollars on a Digital Asset exchange. Certain Funds also invest in later stages once the token is liquid and available to be traded through exchanges or peer to peer.

There is substantial uncertainty over the regulatory treatment of presales, ICOs, IEOs, airdrops and tokens in general, including how development-stage protocols can achieve sufficient functionality and decentralization such that the SEC would not deem the underlying token a security. For example, the SEC has pursued a number of investigations and enforcement actions against various digital asset issuers, exchanges and other market participants. Such market participants have faced substantial fines and penalties, including injunctions, which substantially impair or entirely prohibit their business. The outcome of past and future regulatory activities could restrict the ability of companies to raise funds, investors to receive tokens, investors to sell tokens and create liquidity or abandon tokens due to regulatory uncertainty, protocols to achieve distribution and materially and adversely impact the adoption of crypto and blockchain technology and the potential return of a Fund.

The industry of Digital Assets and the various token presales are also subject to fraud, security breaches, adverse regulatory developments, enforcement actions and technological developments. There is no guarantee that any Digital Asset purchased will have any value or worth or is compliant

with applicable regulations. Digital Assets can at any point become subject to federal and state securities laws, federal commodity laws, state and federal lending laws, money transmission and Bank Secrecy Act/FinCEN regulations and various international regulations, among other restrictions. Such restrictions may have an adverse impact on a Fund's assets or on a Fund's ability to sell its assets. The Fund may invest in Digital Assets that it may not subsequently be able to legally sell, or regulation may be so unclear that the Fund may decide to hold Digital Assets until a time that there is sufficient clarity of its status, which may not come in a reasonable timeframe or the Digital Asset may lose its value in the interim.

Fraudulent ICOs and Pre-ICOs. ICO and pre-ICOs campaigns in which the Funds may participate are unregulated and may turn out to be fraudulent. There is no guarantee that funds lost due to such fraudulent actions will be recovered by the Funds.

ICO Ineligibility. The Funds may be ineligible to participate in certain ICOs (particularly, ICOs issued by non-U.S. sponsors that limit participation to non-U.S. persons or entities). While the Funds may seek to participate in ICOs through a non-U.S. subsidiary, there is no guarantee that a non-U.S. subsidiary of any of the Funds will be permitted to take part in an ICO that generally limits participation to non-U.S. persons or entities.

Investing in Blockchain Technology Companies. Companies in the rapidly changing fields of blockchain technology and the Digital Assets markets face special risks. The Adviser has no control over and limited visibility into future technological developments. The rapid pace of technological development creates the risk that an issuer's products and services become obsolete, fail to gain meaningful market share, or fall out of favor as more appealing and advanced technologies and products emerge. A company's intellectual property rights may be subject to legal challenge. Many companies in the blockchain technology and Digital Assets space have limited operating histories. Such a company may be unable to engage and retain sufficient skilled engineering, marketing and management personnel to allow it to maintain its technological edge and develop the corporate infrastructure required to sustain and grow its business. Some Digital Asset or blockchain industries may be subject to greater governmental regulation than other sectors, and changes in governmental policies and the need for regulatory approvals may materially and adversely affect the business of companies in those sectors. For these and other reasons specific to particular industries and companies, investments in companies in blockchain technology industries pose greater risks than those in certain other sectors.

In 2022, several prominent Digital Asset-related firms, including trading venues, exchanges and lending platforms, experienced financial distress and/or declared bankruptcy (the "2022 Distress Events"). These failures included firms such as Celsius Networks, Three Arrows Capital, FTX, Voyager Digital and BlockFi. Subsequently, in June 2023, the SEC filed charges against the Digital Asset exchanges Coinbase, Inc. and Binance Holdings Ltd and certain of their respective affiliates, alleging that they operated as unregistered national securities exchanges, broker-dealers and clearing agencies, and engaged in the unregistered offering and sale of securities, among other charges (the "2023 SEC Actions"). The impact of the 2022 Distress Events and 2023 SEC Actions on the Digital Asset markets, including on other institutions or critical infrastructure for such

markets, is not yet known and may evolve. Such impacts may include, but are not limited to: a decrease of liquidity in the Digital Asset secondary market, loss of confidence in the Digital Asset markets, reduced participation in the Digital Asset markets, closer scrutiny by governmental authorities of companies and projects transacting in Digital Assets or servicing Digital Asset market participants, and new legislation and/or regulation of the Digital Asset markets. The 2022 Distress Events and 2023 SEC Actions resulted in price changes and volatility in the Digital Asset markets, as well as increased negative scrutiny of the Digital Asset markets by governmental authorities and the press. It is possible that such effects could cause systemic risks to the Digital Asset markets.

Uncertain Regulatory Environment. In addition to the regulatory risks noted above, the overall regulatory environment for Digital Assets remains uncertain. Numerous U.S. federal agencies have asserted whole or partial regulatory authority over Digital Assets, including, but not limited to, the Securities and Exchange Commission, the Commodity Futures Trading Commission, the Federal Trade Commission, and the Financial Crimes Enforcement Network. U.S. and non-U.S. governmental and regulatory agencies have taken regulatory interest in Digital Assets and the operations of their networks. For example, (i) the SEC has charged that certain Digital Assets are securities, (ii) the CFTC treats Bitcoin and other virtual currencies as commodities, (iii) the U.S. Financial Crimes Enforcement Network requires administrators or exchanges to register as a registered money services business and (iv) the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, and the Office of the Comptroller of the Currency issued a joint statement regarding the risks of Digital Assets to banks. As indicated by the 2023 SEC Actions, the SEC has signaled an increased emphasis on investment adviser, private fund, and Digital Asset regulation and enforcement, and has both adopted a number of new rules that will, and proposed a number of new requirements that if adopted would, impose significant changes on private fund advisers, their management of private funds, and market intermediaries in Digital Assets. The SEC is expected to propose additional changes and continue its pursuit of legal enforcement actions in the future. Similarly, Congress has signaled an intent to pass new legislation concerning the regulatory treatment of Digital Assets. To the extent that a particular Digital Asset is determined to be a security, commodity future or other regulated asset, to the extent that a U.S. or non-U.S. government or quasi-governmental agency exerts regulatory authority over a particular Digital Asset, or if it becomes illegal, now or in the future, to own, hold, sell or use Digital Assets in one or more countries or other jurisdictions, including the U.S., a Fund's Digital Asset-related investments may be adversely affected. Furthermore, significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the Funds. State regulatory agencies may also create their own set of regulations of Digital Assets, which might further negatively impact the value of Digital Assets. Regulatory activity in any of these areas may restrict the ability of the General Partner of each Fund both to make investments in Digital Assets and to realize the value of any investments by restricting the conversion of any such value into U.S. dollar-based assets. Furthermore, the global regulatory framework governing virtual currencies varies from country to country and continues to evolve and change. Some countries have taken an accommodating approach to the regulation of virtual currencies while others have banned their use.

No FDIC or SIPC Protection. Digital currencies held by the Funds are not subject to Federal Deposit Insurance Corporation (“FDIC”) or Securities Investor Protection Corporation (“SIPC”) protections. The Funds are not a banking institution or otherwise a member of the FDIC or SIPC and, therefore, deposits held with or assets held by the Funds are not subject to the protections enjoyed by depositors with FDIC or SIPC member institutions. While private insurance may be available at times, the undivided interest in the Funds’ digital currencies represented by interests in the Funds are not insured.

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.

A number of companies that provide digital currency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to digital currency-related companies or companies that accept digital currency for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide digital currency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of digital currency as a payment system and harming public perception of digital currency or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of digital currency as a payment system and the public perception of digital currency could be damaged if banks were to close the accounts of many or of a few key businesses providing digital currency-related services. This could decrease the value of the digital currencies held by a Fund and therefore adversely affect an investment in the Fund.

Legality of Digital Currencies. It may be illegal, now or in the future, to own, hold, sell or use digital currencies in one or more countries, including the United States. Although currently digital currencies are not regulated or are lightly regulated in most countries, including the United States, one or more countries may take regulatory actions in the future that severely restricts the right to acquire, own, hold, sell or use digital currencies or to exchange digital currencies for fiat currency. Such an action may restrict the Funds’ ability to hold or trade digital currencies and could result in termination and liquidation of the Funds at a time that is disadvantageous to the investors, or may adversely affect an investment in the Funds.

Tax Risk. There is substantial uncertainty regarding the tax treatment of Digital Assets. As such, the General Partner of each Fund may take certain tax positions that may ultimately be treated differently in the course of an audit by the Internal Revenue Service (“IRS”), or the regulations promulgated by the IRS may change over time. Further, the IRS has issued a notice providing that certain Digital Assets are treated as property for United States federal income tax purposes, however, tax treatment issues remain with respect to valuation, timing of certain calculations and

the applicability of Foreign Bank Account Reporting laws, among others. The taxation of Digital Assets is similarly uncertain in many jurisdictions, and those jurisdictions that have formulated a position have reached varying (and continuously evolving) conclusions. As a result, limited partners may be subject to adverse tax consequences associated with their investment in a Fund.

Other Tax Considerations. Since Funds invested in Digital Assets will be permitted to engage in staking and other activities associated with Digital Assets, Limited Partners may incur an income tax liability with respect to their share of any associated income that such activities may generate, which could include unrelated business taxable income (“UBTI”). Each investor should consult with and rely on its own independent tax counsel as to the U.S. federal income tax consequences of an investment in the Fund based on its particular circumstances, as well as to applicable state, local or non-United States tax laws.

Risk from Unique Governance Model. In many cases, the Funds will be investing directly in a Digital Asset that lacks the governance aspects that generally pertain to equity securities. For example, a holder of a Digital Asset does not have the right to appoint board members or otherwise vote on corporate actions of the entity that has issued the Digital Asset. As a result, the General Partner of each Fund will have limited, if any, ability to influence the actions of the issuer of the Digital Asset and such lack of influence may negatively impact the value of any particular investment.

The legal status of, and laws and regulations applicable to, DAOs is generally unclear and may vary based on jurisdiction, organizational structure (or lack thereof) and other factors such as the DAO’s purpose or level of decentralization. Some previous approaches to DAOs have been regarded by the SEC as illegal offers of unregistered securities. Moreover, there is a substantial risk that DAOs formed for the purpose of making a profit would be deemed general partnerships, thus exposing their participants to unlimited joint and several personal liability for the DAO’s actions, debts and obligations. If characterized as general partnerships, DAOs may struggle to attract members or meet their intended objectives. Large businesses, institutional investors, and other regulated commercial entities may be reluctant to invest in, participate in or otherwise support a DAO for fear that membership would put their assets at risk. Due to the untested nature of DAOs and the risks inherent in Digital Assets in general, the Fund’s investment or participation in DAOs is subject to losses.

Risk from Conflicts between Equity Holders and Holders of Digital Assets. In some cases, a Fund may purchase traditional equity securities in an issuer in addition to, or in lieu of, purchasing Digital Assets from the issuer. To the extent that a Fund has an economic interest in either traditional equity securities or a Digital Asset, the economic incentives of the Fund may diverge from those of other equity or Digital Asset holders. As a result, the value of an investment or the ability to realize that value may be compromised by these potentially divergent economic interests.

Staking Risks. A Fund may invest in Digital Asset protocols that verify transactions through a concept known as Proof of Stake (“PoS”). PoS generally provides a right to holders of a Digital Asset to verify future transactions (i.e., changes of computational state) in a protocol based on

various factors, depending on the rules of the protocol. Some protocols enable holders with Digital Asset (i.e. stakes) deposited in the protocol to be rewarded with additional digital assets for the verification of future transactions. Those with stakes in some protocols may have the ability to govern and vote on how the protocol is upgraded in the future. As PoS typically requires setting aside a large amount of the relevant Digital Asset for a potentially long period of time in order to verify future transactions on the protocol, such investments could be illiquid for an extended period of time before there is any realized return on investment. Such illiquidity could have an adverse effect on a Fund. A Fund may hold certain Digital Assets in a “cold wallet.” Consequently, a Fund may not be able to stake such Digital Assets and may not benefit from potential dividends and distributions related to such staking. Alternatively, a Fund may hold certain Digital Assets in a “hot wallet” in order to benefit from participation in governance of the relevant protocol. Staking in this context increases the risk of loss of such Digital Assets through increasing vulnerabilities to hacking. In some cases, a Fund may engage third parties to stake on its behalf, and such third parties will generally charge the Fund fees and expenses associated with such activities. While a Fund will endeavor to minimize any risks associated with these third parties, there can be no assurance that such parties may not illegally gain access to the Fund’s Digital Assets, fail to perform its obligations pursuant to any relevant agreement or that, in the process of staking, such third parties may face a risk of loss of certain Digital Assets. In addition, staking could generate UBTI or income that is effectively connected to a US trade or business (“ECI”) or create negative tax implications for certain investors in a Fund.

A Fund may directly or indirectly deploy some of its assets through protocols that allow participants to perform various services, including but not limited to facilitation and verification of transactions through PoS, curation, governance, and dispute resolution (“Active Network Participation”). Many protocols that support Active Network Participation include “slashing”, which is a penalty for taking certain actions or failing to meet certain standards, such as staking validators that incorrectly validate a transaction. While Slashing can only occur upon the misconduct (intentional or unintentional) of such Active Network Participant, the penalties for that misconduct may include, but are not limited to, foregoing of rewards from Active Network Participation, loss of staked Digital Assets, or a ban from participating on a particular network. If a Fund or one of its service providers, as applicable, meets the slashing conditions for a particular protocol it may result in loss of the Fund’s assets and may have a negative impact on the performance of the Fund.

Delegation of Governance. A Fund may periodically engage in the practice of delegating a portion of its governance tokens in various blockchain protocols to a diversified group of actors within the web3 ecosystem. This delegation is aimed at enhancing the decentralization of these protocols. While we do not believe that this practice poses a risk of direct loss of the governance tokens, there are associated risks that prospective investors should consider. The delegation of governance tokens effectively transfers voting power on certain decisions within the DAO associated with the protocol. The actions or decisions made by the delegates could potentially increase the Fund’s exposure to legal liability. Further, delegates’ decisions may also influence the market perception and underlying value of the Digital Asset the Fund holds.

Valuation of Digital Assets. Different methods of valuing Digital Assets may provide materially different results. Actual realized returns on investments will depend on, among other things, the value of the Digital Assets at the time of disposition, any related transaction costs, and the manner of sale. Accordingly, the actual realized return on investments may differ materially from the values presented to the limited partners. In addition, given the complexities involved in valuing Digital Assets and the difficulty in confirming ownership of such assets, direct or indirect investments in Digital Assets by a Fund could result in delays in the issuance of financial opinions by such Fund's auditors or in the qualification, in whole or in part, of such opinions. Furthermore, the General Partner of each Fund may not be able to find an audit firm to present an unqualified audit of a Fund's assets, in which case limited partners may need to rely on unaudited financials.

Recent Financial Market Fluctuations. In addition to volatility in the market for Digital Assets, general fluctuations in the market prices of securities and economic conditions generally, particularly of the type experienced since 2008, may reduce the availability of attractive investment opportunities for the Funds and may affect the Funds' ability to make investments and the value of the investments held by the Funds. Instability in the securities markets and economic conditions generally may also increase the risks inherent in the Funds' investments. The ability to realize investments depends not only on investee companies and their historical results and prospects, but also on political, market and economic conditions at the time of such realizations. There can be no assurance that Funds will be able to exit from their investments in companies by listing their shares on securities exchanges or disposing of Digital Assets in other venues. The trading market, if any, for the securities of any company or for the Digital Assets may not be sufficiently liquid to enable to a Fund to sell these securities or Digital Assets when the Adviser believes it is most advantageous to do so, or without adversely affecting the market price. Continued or renewed volatility in the financial sector may have an adverse material effect on the ability of the Funds to buy, sell and partially dispose of investments. The Funds may be adversely affected to the extent that they seek to dispose of any of their investments into an illiquid or volatile market, and a Fund may find itself unable to dispose of investments at prices that the Adviser believes reflect the fair value of such investments.

Lack of available Third-Party Qualified Custodians. As a registered investment adviser, the Adviser hopes to utilize third-party custodians for a Fund's Digital Assets. However, qualified third-party custodians that satisfy this requirement for certain Digital Assets may not be available, in which case a Fund may be required to self-custody Digital Assets. There can be no assurance that self-custody will adequately protect the security of such Digital Assets, exposing a Fund to up to the complete loss of a Digital Asset owing to a security breach or other failure of the self-custody procedures. In addition, regulators may not agree with a Fund's decision to self-custody a Digital Asset, resulting in the possibility of sanctions, fines or other regulatory reparations imposed on the Fund, its adviser or any of their respective affiliates by the SEC.

"Stablecoin" Risks. The term "Stablecoin" refers to a crypto asset with a value that is pegged to a reference asset, such as the U.S. Dollar. In some cases, the value of the Stablecoin is determined by reference to assets backing the Stablecoin and, in other cases, the value is determined by a pricing methodology that is used to maintain the price of the Stablecoin. The regulatory status of

Stablecoins as “securities” or regulated derivatives products is unclear. There is risk that these products will be recharacterized by the CFTC as regulated derivative instruments or the SEC as securities. Moreover, there is no guarantee that the value of a given Stablecoin will not fluctuate and become unpegged to its reference asset. There is a risk that the Funds will suffer significant losses in the event that a Stablecoin held by the Funds decrease in value relative to its reference asset.

Trading Suspensions. The United States, other governments, and U.S. and non-U.S. token exchanges retain the right to suspend or limit trading in crypto assets. Such a suspension might render it impossible for the General Partner to liquidate certain positions promptly and, accordingly, could expose the Funds to losses.

Item 9. Disciplinary Information

This item is not applicable to the Adviser.

Item 10. Other Financial Industry Activities and Affiliations

Certain limited liability companies serve as general partners of the Funds. For a description of material conflicts of interest created by the relationship among the Adviser and the General Partners, as well as a description of how such conflicts are addressed, please see Item 11 below.

The Adviser also is registered as a lobbying organization with the Secretary of the U.S. Senate and the Clerk of the U.S. House of Representatives. The Adviser is registered, as required by federal law, to pursue lobbying efforts by working with policymakers and their staff to bring thoughtful legislation and regulatory clarity to advanced technologies.

a16z Perennial Management L.P. (“a16z Perennial”), an SEC-registered investment adviser, is under common control with the Adviser through common ownership. Common ownership can create a potential conflict of interest. The Adviser believes that conflicts of interest between the two registered advisers as a result of common ownership are mitigated as a result of several factors. For instance, the Adviser has implemented information barriers and the Adviser’s investment professionals are solely dedicated to AH Capital Management L.L.C. In addition, the Adviser and the a16z Perennial are not competitors for clients. Please see Item 11 for further discussion of conflicts of interest.

The Adviser from time to time will refer persons to an investment adviser that is owned in part by a Fund. The investment adviser offers to its prospective investors the opportunity to invest in private funds that it manages, which funds invest in one or more other private funds including the Adviser’s Funds. The Adviser is not compensated for these referrals and a Fund does not own a controlling interest in the investment adviser, and, accordingly, the Adviser does not believe that there is a material business relationship between the advisers or that it has a material conflict of interest when it makes such referrals.

Outside Activities of Adviser Personnel

Certain personnel of the Adviser may be subject to a variety of conflicts of interest relating to their responsibilities to the Funds and their respective portfolio companies, and their outside business activities as members of investment or advisory committees or managers of, boards of directors of, or advisors to investment funds, corporations, foundations or other organizations. Such positions create a conflict if such other entities have interests that are adverse to those of the Funds, including if such other entities compete with the Funds for investment opportunities or other resources. Adviser personnel in question may have a greater financial interest in the performance of the other entities than the performance of the Funds. This involvement may create conflicts of interest in making investments on behalf of the Funds and such other funds, accounts and other entities. Although the Adviser will generally seek to minimize the impact of any such conflicts, there can be no assurance they will necessarily be resolved favorably for the Funds. Also, Adviser personnel are generally permitted to invest in alternative investment funds, private equity funds, real estate funds, hedge funds and other investment vehicles (including through a16z Perennial-sponsored investment funds and their platform), as well as securities of other companies, some of which will be competitors of the Funds. Investors will not receive any benefit from any such investments, and the financial incentives of Adviser personnel in such other investments could be greater than their financial incentives in relation to the Funds.

Additionally, certain personnel and other professionals of the Adviser have family members or relatives that are actively involved in industries and sectors in which the Fund invests or have business, personal, financial or other relationships with companies in such industries and sectors (including the advisors and service providers) or other industries, which gives rise to potential or actual conflicts of interest. For example, such family members or relatives might be officers, directors, personnel or owners of companies or assets which are actual or potential investments of the Funds or other counterparties of the Funds. Moreover, in certain instances, the Funds may purchase or sell companies or assets from or to, or otherwise transact with, companies that are owned by such family members or relatives or in respect of which such family members or relatives have other involvement. In most such circumstances, the Organizational Documents will not preclude the Funds from undertaking any of these investment activities or transactions. To the extent the Adviser determines appropriate, conflict mitigation strategies may be put in place with respect to a particular circumstance, such as internal information barriers or recusal, disclosure or other steps determined appropriate by the Adviser. Investors rely on the Adviser to manage these conflicts in its sole discretion.

Positions with Portfolio Companies

Adviser personnel, from time to time, serve as directors of, or observers on boards with respect to, certain portfolio companies. While conflicts of interest may arise in the event that such employee's fiduciary duties as a director conflict with those of a Fund, it is expected that the interests will be aligned. In addition, Adviser personnel may leave the employment of the Adviser or its affiliates and become an officer or employee of a portfolio company. Employees and/or members of one or more General Partners from time to time receive directors' fees or consulting fees, break-up fees,

management or other fees personally from portfolio companies, subject to the offset arrangements described in Item 5 above.

Decisions made by a director may subject the Adviser or a Fund to claims they would not otherwise be subject to as an investor, including claims of breach of duty of loyalty, securities claims and other director-related claims.

From time to time, Adviser personnel may also be asked to serve as directors of, or observers with respect to, certain entities in which a Fund has fully exited its ownership interest. Such companies are no longer portfolio companies of the Fund and as a result, any compensation received by such Adviser employee is not subject to the Advisory Fee offset described above, or otherwise shared with the Funds and/or investors.

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

Code of Ethics

The Adviser maintains a written Code of Ethics that is applicable to all of its members, officers and employees as well as certain independent contractors (collectively, “Adviser Personnel”). The Code of Ethics, which is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (as amended, the “Advisers Act”), establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. Adviser Personnel and their families and households are permitted to purchase investments for their own accounts, including the same investments as may be purchased or sold for a Fund, including Digital Assets, subject to the terms of the Code of Ethics. Under the Code of Ethics, Adviser Personnel are required to file certain periodic reports with the Adviser’s Chief Compliance Officer (“CCO”) as required by Rule 204A-1 under the Advisers Act. The Code of Ethics helps the Adviser detect and prevent potential conflicts of interest. Adviser Personnel who violate the Code of Ethics may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, demotion, suspension or dismissal. Adviser Personnel are also required to promptly report any violation of the Code of Ethics of which they become aware. Adviser Personnel are required to annually certify compliance with the Code of Ethics.

A copy of the Code of Ethics is available to any client or prospective client upon written request to: AH Capital Management, L.L.C., 2865 Sand Hill Road, Menlo Park, CA 94025.

Participation or Interest in Client Transactions

The Adviser, its affiliates, and certain members, officers, principals and employees of the Adviser and its affiliates from time to time invest in and alongside a Fund, either through the General Partner, as direct investors in a Fund or otherwise. A Fund or its General Partner, as applicable, routinely reduces all or a portion of the Advisory Fee and Carried Interest related to investments held by such persons. Additionally, the Adviser, its affiliates, and certain members, officers, principals and employees of the Adviser and its affiliates from time to time buy or sell securities,

Digital Assets, or other instruments that the Adviser has recommended to Funds. Officers, principals and employees of the Adviser also from time to time buy securities or Digital Assets in transactions offered to but rejected by Funds. A conflict of interest will arise because such investing Adviser personnel will, for some investments, benefit from the evaluation, investigation, and due diligence undertaken by the Adviser on behalf of a Fund. In such circumstances, the investing Adviser personnel will not share or reimburse the Fund and/or the Adviser for any expenses incurred in connection with the investment opportunity. In addition, certain officers and employees also buy securities in other investment vehicles (including private equity funds, hedge funds, real estate funds and other similar investment vehicles) which include potential competitors of the Funds. The transactions described above are subject to the policies and procedures set forth in the Adviser's Code of Ethics and investors will not benefit from any such investments. The investment policies, fee arrangements and other circumstances of these investments vary from those of the Funds. If officers, principals and employees of the Adviser have made large capital investments in or alongside the Funds, they will have conflicting interests with respect to these investments. While the significant interests of the officers and employees of the Adviser generally aligns the interest of such persons with the Fund, such persons will have differing interests from the Funds with respect to such investments (for example, with respect to the availability and timing of liquidity).

Conflicts of Interest

The Adviser has conflicts of interest, or conflicting loyalties, as a result of the numerous activities and relationships of the Adviser, the Funds, portfolio companies, and affiliates, partners, members, shareholders, officers, directors and employees of the foregoing, some of which are described herein. However, not all potential, apparent and actual conflicts of interest are included in this brochure, and additional conflicts of interest could arise as a result of new activities, transactions or relationships commenced in the future. Potential Investors should review this brochure and applicable Organizational Documents carefully for additional risks and conflicts disclosure before making an investment decision.

If any matter arises that the Adviser determines in its good faith judgment constitutes an actual and material conflict of interest, the Adviser and relevant affiliates will take the actions they determine appropriate to eliminate, mitigate, and/or disclose and seek consent to the conflicts. Actions that could be taken by the Adviser or its affiliates include, by way of example and without limitation, (i) if applicable, handling the conflict as described in the applicable Organizational Documents, (ii) obtaining from the applicable Advisory Committee and/or the investors advice, waiver or consent as to the conflict, or acting in accordance with standards or procedures approved by such Advisory Committee and/or the investors to address the conflict, (iii) disposing of the investment or security giving rise to the conflict of interest, (iv) disclosing the conflict to the applicable Advisory Committee and/or the investors of the applicable Fund, (v) appointing an independent representative to act or provide consent with respect to the matter giving rise to the conflict of interest, (vi) in the case of conflicts among clients, creating groups of personnel within the Adviser separated by information barriers (which may be temporary and limited purpose in nature), each of which would advise or represent one of the clients that has a conflicting position with other clients, (vii) implementing policies and procedures reasonably designed to mitigate the conflict of

interest, or (viii) otherwise handling the conflict as determined appropriate by the Adviser in its good faith reasonable discretion. There can be no assurance that the Adviser will identify or resolve all conflicts of interest in a manner that is favorable to a particular Fund.

Allocation of Personnel

The Adviser will devote such time to a Fund as it determines to be necessary to conduct its business affairs in an appropriate manner. However, Adviser personnel, including key investment team members, will work on multiple projects, serve in multiple roles (including on boards of directors) and source potential investments for and otherwise assist the investment programs of multiple Funds including other investment programs to be developed in the future. Time spent on these various initiatives diverts attention from the activities of any particular Fund, which could negatively impact such Fund and its investors. Furthermore, the Adviser and its personnel derive financial benefit from multiple Funds, including fees and performance-based compensation. Adviser personnel outside of the group that manages and works on a particular Fund's matters may share in the fees and performance-based compensation from such Fund; similarly, Adviser personnel within the group that manages and works on a particular Fund's matters may share in the fees and performance-based compensation generated by other Funds. These and other factors create conflicts of interest in the allocation of time by Adviser personnel. The Adviser's determination of the amount of time necessary to conduct a particular Fund's activities will be conclusive, and Investors rely on the Adviser's judgment in this regard.

Multiple Business Lines

The Adviser and its affiliates have multiple business lines, including a16z Perennial, which the Adviser, the Funds, their portfolio companies, and third parties may engage for financings and to provide other services. As a result of these activities, the Adviser is subject to a number of actual and potential conflicts of interest, greater regulatory oversight and more legal and contractual restrictions than if it had one line of business. For example, the Adviser may come into possession of information that limits a Fund's ability to engage in potential transactions because of its other business lines. Similarly, the Adviser's other affiliated businesses and their personnel may be prohibited by law or contract from sharing information with the Adviser that would be relevant to monitoring a Fund's investments and other activities. Additionally, the Adviser or any of the Funds can be expected to enter into covenants that restrict or otherwise limit the ability of another Fund or its portfolio companies and their affiliates to make investments in, or otherwise engage in, certain businesses or activities. For example, the Adviser or a Fund could have entered into a non-compete in connection with a sale or other transaction. These types of restrictions may negatively impact the ability of a Fund to implement its investment program. Finally, Adviser personnel who are members of the investment team of a Fund may be excluded from participating in certain investment decisions due to conflicts involving the Adviser's other businesses or for other reasons, in which case such Fund will not benefit from their experience with respect to the relevant transaction. Investors will not receive a benefit from any fees earned by the Adviser or its personnel from these other businesses.

The Adviser is under no obligation to decline any engagements or investments in order to make an investment opportunity available to the Funds. The Adviser has long-term relationships with a significant number of corporations and their senior management. The Adviser will consider those relationships when evaluating an investment opportunity, which may result in the Adviser choosing not to make such an investment due to such relationships (e.g., investments in a competitor of a client or other person with whom the Adviser has a relationship). Therefore, there can be no assurance that all potentially suitable investment opportunities that come to the attention of the Adviser will be made available to a Fund. A Fund may also co-invest with other Funds or other persons with whom the Adviser has a relationship in particular investment opportunities, and other aspects of these Adviser's relationships could influence the decisions made by the Adviser with respect to a Fund's investments and otherwise result in a conflict.

In addition, a16z Perennial-sponsored funds and one or more Funds could acquire limited partner interests in a particular Fund in the secondary market and economic assignee interests in the General Partner. The Adviser, a16z Perennial-sponsored funds and such other Funds would generally have greater information than counterparties in such transactions, and the existence of such business could produce conflicts, including in the valuation of a Fund's investments.

Except to the extent prohibited by relevant Organizational Documents, the Adviser and its personnel are permitted to market, organize, sponsor or act in other capacities (including as director, founder or manager) for other pooled investment vehicles, accounts or SPACs the investment or business strategy of which does not overlap with the Funds and to receive compensation (including in the form of management fees, performance-based compensation, founders' equity or similar interests) relating thereto. Subject to any limitations imposed by the relevant Organizational Documents and anti-"assignment" provisions of the Advisers Act, the Adviser and its personnel are also permitted to offer, restructure and monetize interests in the Adviser.

Formation of Other Advisory Businesses

The Adviser's managing members are authorized to launch new businesses within or under the common control of the Adviser, including, but not limited to, other investment advisory businesses and any investment funds and managed accounts they sponsor (each, an "Other Advisory Business"). At this time, prospective Other Advisory Businesses are being planned and considered by the Adviser's managing members. Prior to making a decision to invest in a Fund, investors should consider and understand that an Other Advisory Business is authorized to have investment objectives that overlap with the Funds – and there is no guarantee that an Other Advisory Business will have a neutral or positive impact on the Adviser or the Funds. In the event that a Fund invests alongside such an Other Advisory Business in connection with a portfolio investment, the participation of such Other Advisory Business could cause delays or additional regulatory burdens that otherwise may not have existed had such Other Advisory Business not participated. In addition, the creation of an Other Advisory Business would likely impose additional regulatory

and operational burdens on the Adviser and a Fund due to their affiliation and the sharing of Adviser personnel, resources and time and attention. For example, certain Adviser personnel hold dual roles between the Adviser and a 16z Perennial and such personnel sharing arrangements should be expected with respect to any future Other Advisory Business. To the extent Adviser personnel receive greater fees or other compensation with respect to an Other Advisory Business, such personnel will have economic incentives to favor such Other Advisory Business over a Fund. Thus, the creation of an Other Advisory Business could result in the allocation of fewer investment opportunities to the Funds and/or the allocation of fewer co-investment opportunities to a Fund's investors due to the potential overlap of investment objectives and sharing of certain personnel. Relatedly, if an Other Advisory Business has investment objectives that differ from those of the Funds, Adviser personnel may take positions or actions on behalf of such Other Advisory Business that differ from, or are inconsistent with, the positions and actions that they take on behalf of a Fund, which may be disadvantageous to the Fund. Prospective investors should also understand and consider that the Adviser and its affiliates' ability to engage in certain investment and non-investment activities for the benefit of a Fund may be hindered by the existence of an Other Advisory Business, and such limitations may have an adverse effect on the Fund. As a result, prospective investors, by investing in a Fund, will be accepting the risk of the creation of Other Advisory Businesses during the Fund's term, any adverse effects on the Fund that arise as a consequence and the potential conflicts of interests implicated by Adviser personnel receiving economic interests (such as carried interest grants) in any such Other Advisory Businesses' investments.

Non-Investment Related Activities of the Adviser and its Affiliates

The Adviser and its affiliates engage in a variety of non-investment activities, including community, educational, political, civic, charitable, and similar endeavors (collectively, "Outside Activities"). It is expected that key Adviser personnel will allocate some of their time to Outside Activities in a manner consistent with the time and attention requirements applicable to them in the Organizational Documents. While the time and resources the Adviser devotes to Outside Activities are generally intended to serve a business purpose and be beneficial to the Adviser and the Funds as a whole, there can be no guarantee that these activities will directly benefit or enhance the value of a Fund or its portfolio companies. Prospective Investors evaluating a potential investment in a Fund should not expect that the Fund will see any benefits from the Adviser's Outside Activities generally and, while not intended, there can ultimately be no guarantee that an Outside Activity will not directly or indirectly cause an adverse effect on a Fund or any of its portfolio companies.

Adviser's Policies and Procedures

The Adviser has implemented policies and procedures to address conflicts that arise as a result of its various activities, as well as regulatory and other legal considerations. Some of these policies and procedures also have the effect of reducing firm-wide synergies and collaboration that a Fund could otherwise expect to utilize for purposes of identifying and managing attractive investments. Personnel of the Adviser may be unable, for example, to assist with the activities of a Fund as a

result of these walls. There can be no assurance that additional restrictions will not be imposed that would further limit the ability of the Adviser to share information internally.

Data

The Adviser receives or obtains various kinds of data and information from the Funds and their portfolio companies, including data and information relating to business operations, trends, budgets, customers and other metrics, some of which is sometimes referred to as “big data”. The Adviser may be better able to anticipate macroeconomic and other trends, and otherwise develop investment themes, as a result of its access to this data and information from the Funds and their portfolio companies. Although the Adviser believes that these activities improve the Adviser’s investment management activities on behalf of the Funds, information obtained from a particular Fund and its portfolio companies also provides material benefits to the Adviser or other Funds without compensation or other benefit accruing to the particular Fund or its investors. For example, information from a portfolio company owned by a particular Fund may enable the Adviser to better understand a particular industry and execute investment strategies in reliance on that understanding for the Adviser and other Funds that do not own an interest in the portfolio company, without compensation or other benefit to the particular Fund or its investors.

Furthermore, except for contractual obligations to third parties to maintain confidentiality of certain information, and regulatory limitations on the use of material nonpublic information, the Adviser is generally free to use data and information from a Fund’s activities to assist in the pursuit of the Adviser’s various other activities, including for the benefit of the Adviser or any of the other Funds. Any confidentiality obligations in a Fund’s Organization Documents do not limit the Adviser’s ability to do so. For example, the Adviser’s ability to trade in securities of an issuer relating to a specific industry may, subject to applicable law, be enhanced by information of a portfolio company in the same or related industry. Such trading may provide a material benefit to the Adviser without compensation or other benefit to a Fund or its investors.

The sharing and use of “big data” and other information presents potential conflicts of interest and any benefits received by the Adviser will not be shared with the Funds or Investors. As a result, the Adviser has an incentive to pursue investments that have data and information that can be utilized in a manner that benefits the Adviser or one or more Funds generally, but not a particular Fund.

Strategic Relationships

The Adviser has entered, and it can be expected that the Adviser will enter, into strategic relationships with investors (and/or one or more of their affiliates) that involve an overall relationship with the Adviser that could incorporate one or more strategies in addition to the Funds’ strategies (“Strategic Relationships”). A Strategic Relationship often involves an investor agreeing to make a capital commitment to, or invest alongside, multiple Funds. Investors will not receive a copy of any agreement memorializing a Strategic Relationship program (even if in the form of a side letter). Specific examples of such additional rights and benefits include, among others, specialized reporting, targeted amounts for co-investments alongside Adviser vehicles (including,

without limitation, preferential or favorable allocation of co-investment, and preferential terms and conditions related to co-investment or other participation in Adviser vehicles). The co-investment that is part of a Strategic Relationship may include co-investment in investments made by the Funds. The Adviser, including its personnel, may receive compensation from Strategic Relationships and be incentivized to allocate investment opportunities away from a Fund to, or source investment opportunities for, Strategic Relationships. Strategic Relationships may therefore result in fewer co-investment opportunities (or reduced allocations) being made available to investors.

Allocation of Investment Opportunities

The Adviser currently manages and will continue to manage, sponsor and close a variety of existing or future Funds that have, in whole or in part, overlapping investment objectives and/or guidelines, or that pursue similar returns but have different investment strategies or objectives. As a result, certain opportunities within a Fund's mandate may be made by or shared with one or more other Funds. Moreover, the Adviser encounters situations in which it must determine how to allocate investment opportunities among various Funds and other persons, which include, but are not limited to, the following:

- The Funds;
- Any co-investment vehicles that have been formed to invest side-by-side with one or more Funds in all or particular transactions entered into by such Fund(s) (the investors in such co-investment vehicles may include Adviser Investors and/or individuals and entities that are not investors in any Funds ("Third Parties"));
- Adviser Investors and/or Third Parties that wish to make direct investments (i.e., not through an investment vehicle) side-by-side with one or more Funds in particular transactions entered into by such Fund(s); and
- Adviser Investors and/or Third Parties acting as "co-sponsors" with the Adviser with respect to a particular transaction.

It is expected that some activities of the Adviser, the Funds, their portfolio companies and other persons will compete with a particular Fund and its portfolio companies for one or more investment opportunities that are consistent with such Fund's investment objectives, and as a result such investment opportunities may only be available on a limited basis, or not at all, to the Fund. Moreover, under certain circumstances, investment opportunities sourced and/or identified by a Fund and that falls within such Fund's investment strategy and objective may be allocated in whole or in part to portfolio companies, other Funds or their portfolio entities, the Adviser or other persons.

The Adviser has conflicting loyalties in determining whether an investment opportunity should be allocated to a particular Fund or other persons, and these conflicts may not necessarily be resolved in favor of the Fund. In addition, principal executive officers and other personnel of the Adviser

invest indirectly in and are permitted to invest directly in Funds and therefore participate indirectly in investments made by the Funds in which they invest. Such interests will vary Fund by Fund and create an incentive to allocate particularly attractive investment opportunities to the Fund in which such personnel hold a greater interest. The existence of these varying circumstances presents conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Fund.

The Adviser has adopted guidelines and policies, which it may update from time to time, regarding allocation of investment opportunities. In general, the Adviser first determines which of the Funds are eligible to participate in a new investment opportunity and within which Fund investment strategies an investment opportunity may fall when there is potential overlap. The Adviser assesses whether such investment opportunity is appropriate for a particular Fund based on such Fund's investment objectives, strategies, and structure as set forth in such Fund's Organizational Documents. Prior to allocating a new investment opportunity to one or more Funds, the Adviser determines whether additional factors may restrict or limit the offering of an investment opportunity to such Fund(s), including, but not limited to:

- **Obligation to Offer:** the Adviser and its affiliates may be required to offer an investment opportunity to one or more Funds. This obligation to offer investment opportunities will generally be set forth in the applicable Fund's Organizational Documents.
- **Related Investments:** the Adviser may offer a new investment opportunity related to an investment previously made by one or more Fund(s) to such Fund(s) to the exclusion of, or resulting in a limited offering to, other Funds.
- **Legal and Regulatory Exclusions:** the Adviser may determine that certain Funds should be excluded from participating in an investment opportunity due to specific legal, regulatory or contractual restrictions applicable to the participation of such persons in certain types of investment opportunities.

The Adviser, in its sole discretion, will decide how to allocate such investment opportunity among the identified Funds on a case-by-case basis, subject to any requirements of the Organizational Documents of the relevant Funds, taking into account some or all of a wide range of factors, including, but not limited to:

- Each Fund's investment objectives and investment focus;
- Transaction sourcing;
- Each Fund's liquidity and reserves;
- Each Fund's diversification;
- Lender covenants and other limitations;
- Any "ramp-up" period of a newly established Fund;

- Amount of capital available for investment by each Fund as well as each Fund's projected future capacity for investment;
- Each Fund's targeted rate of return;
- Stage of development of the prospective portfolio company or other investment and anticipated holding period of the portfolio company;
- Composition of each Fund's portfolio;
- The suitability as a follow-on investment for a current portfolio company of a Fund;
- The availability of other suitable investments for each Fund;
- Supply or demand of an investment opportunity at a given price level;
- Risk considerations;
- Cash flow considerations;
- Asset class restrictions;
- Industry and other allocation targets;
- Minimum and maximum investment size requirements;
- Tax implications;
- Legal, contractual or regulatory constraints;
- Such other criteria as are reasonably related to the allocation of investments to one or more Funds; and
- Any other relevant limitations imposed by or conditions set forth in the Organizational Documents of each Fund.

While this brochure describes various factors and guidelines that the Adviser reserves the right to consider in allocating investment opportunities, the Adviser retains sole discretion with respect to all allocation decisions, including with respect to which factors may be considered for a particular investment opportunity and how much weight to give to one or more factors in making any particular allocation decision. Thus, an investment opportunity may be offered to one eligible Fund to the exclusion of other eligible Funds or may be offered to one or more (but not necessarily all) eligible Funds for co-investment. Any sharing of an investment opportunity among eligible Funds will be determined by the Adviser on a case-by-case basis and would likely not be pro rata relative to the respective capital commitments (or remaining unfunded capital) of each such Fund.

The Adviser's general policy is to consider follow-on investment opportunities in a particular portfolio company on a priority basis for the Fund that has an existing investment in such portfolio company. If Funds of different vintages or strategies have an existing investment in a portfolio company, follow-on investment opportunities for that company generally will be first considered for the Fund or Funds that made the most recent investment in such portfolio company; provided, that, subject to any consents or other conditions expressly required under the Organizational Documents of the applicable Funds, the Adviser may allocate such opportunities differently if it determines, in its sole discretion, that such different allocation is appropriate under the circumstances (including, without limitation if one of the Funds lacks sufficient unreserved capital for such follow-on investment or lacks sufficient liquidity in order to make such follow-on investment). To the extent that there is additional capacity in a follow-on investment opportunity after it is considered for one or more Funds with the existing investment in the company, the Adviser may offer such opportunity to other Funds or co-investors.

When the Adviser determines not to pursue some or all of an investment opportunity for a particular Fund that would otherwise be within the Fund's objectives and strategies, and the Adviser provides the opportunity or offers the opportunity to other Funds, the Adviser, including its personnel may receive compensation from such other Funds, whether or not in respect of a particular investment, including an allocation of carried interest, and any such compensation could be greater than amounts paid by the original Fund. As a result, the Adviser could be incentivized to allocate investment opportunities away from the original Fund to, or source investment opportunities for, the other Funds. In addition, in some cases, the Adviser may earn greater fees when the other Funds participate alongside or instead of the original Fund in an investment.

The Adviser makes good faith determinations for allocation decisions based on expectations that may prove inaccurate and such determinations require it to make subjective judgments regarding application of the guidelines and arrangements described in this brochure. Information unavailable to the Adviser or circumstances not foreseen by the Adviser at the time of allocation, may cause an investment opportunity to yield a different return than expected. For example, an investment opportunity that the Adviser determines to be consistent with the return objectives of a lower return Fund rather than another Fund may not match the Adviser's expectations and underwriting and generate an actual return that would have been appropriate for the latter Fund. Conversely, an investment that the Adviser expects to be consistent with a Fund's return objectives may fail to achieve them. Any such judgments and application involves inherent conflicts and risks that assumptions regarding investment opportunities may not ultimately prove correct. As such, there can be no assurance that the subjective judgments made by the Adviser will prove correct in hindsight.

a16z Perennial advises the a16z Perennial Venture Capital Fund, L.P. (the "Perennial VC Fund"), which make investments in investment funds sponsored by the Adviser, venture capital funds sponsored by emerging third-party investment managers ("Third Party Funds"), and co-investments directly into companies alongside Third Party Funds. Certain investments made by the Perennial VC Fund, in particular direct investments, are expected to be within the investment strategy of one or more Funds. Neither the Adviser nor a16z Perennial has an obligation to present

such investment opportunities to the Funds, and investors should assume that the Perennial VC Fund will make direct investments that the Adviser, in the past through its network and connections to a Third Party Fund (prior to the Perennial VC Fund's formation), would have sourced and presented to the Funds.

Allocation of Co-Investment Opportunities and Secondary Transactions

In general, a Fund will be permitted to co-invest with other Funds, its Investors, Investors of other Funds, the Adviser's affiliates and other parties with whom the Adviser has a material relationship. The allocation of co-investment opportunities is entirely and solely in the discretion of the Adviser, and it is expected that many investors who may have expressed an interest in co-investment opportunities will not be allocated any co-investment opportunities or may receive a smaller amount of co-investment opportunities than the amount requested. Furthermore, co-investment offered by the Adviser will be on such terms and conditions (including with respect to management fees, performance-based compensation and related arrangements and/or other fees applicable to co-investors) as the Adviser determines to be appropriate in its sole discretion on a case-by-case basis, which may differ amongst co-investors with respect to the same co-investment. In addition, the performance of other persons co-investing with a Fund is not considered for purposes of calculating the carried interest payable by the Fund to the Adviser. Furthermore, a Fund and co-investors will often have different investment objectives and limitations, such as return objectives and maximum hold period. The Adviser, as a result, will have conflicting incentives in making decisions with respect to such opportunities. Even if a Fund and any such parties invest in the same securities on similar terms, conflicts of interest will still arise as a result of differing investment profiles of the investors, among other items.

General Co-Investment Considerations. In exercising its discretion to allocate co-investment opportunities with respect to a particular investment among the Funds, and other potential co-investors, the Adviser considers some or all of a wide range of factors, which include, but are not limited to, one or more of the following:

- The Adviser's evaluation of the size and financial resources of the potential co-investment party and the Adviser's perception of the ability of that potential co-investment party (in terms of, for example, staffing, expertise and other resources) to efficiently and expeditiously participate in the investment opportunity with the Fund without harming or otherwise prejudicing the Fund, in particular when the investment opportunity is time-sensitive in nature, as is typically the case;
- Any requirements of any third-party lenders as to the identity of any investors participating as co-investors, or as to the creditworthiness of any co-investors, or as to the number of co-investors, or as to other matters with respect to the investors in the transaction;
- The size of the investment allocation available the Adviser and the practicality of splitting the allocation into smaller tranches;

- Any confidentiality concerns the Adviser has that arise in connection with providing the other account or person with specific information relating to the investment opportunity in order to permit such potential co-investment party to evaluate the investment opportunity;
- The expertise, knowledge and sophistication of the prospective co-investor with respect to the issuer, segment, industry, geographic region or other characteristics that are relevant to the investment;
- The Adviser's perception of its past experiences and relationships with the potential co-investment party, such as the willingness or ability of the potential co-investment party to respond promptly and/or affirmatively to potential investment opportunities previously offered by the Adviser and the expected amount of negotiations required in connection with a potential co-investment party's commitment;
- The character and nature of the co-investment opportunity (including the potential co-investment amount, structure, geographic location, tax characteristics and relevant industry);
- Level of demand for participation in such co-investment opportunity;
- Whether the prospective co-investor has expressed an interest in evaluating co-investment opportunities, including the perceived degree of that interest;
- The Adviser's perception of whether the investment opportunity subjects the potential co-investment party to legal, regulatory, competitive, confidentiality, reporting, public relations, media or other burdens that make it less likely that the other account or person would act upon the investment opportunity if offered;
- The Adviser's evaluation of whether the profile or characteristics of the potential co-investment party may have an impact on the viability or terms of the proposed investment opportunity and the ability of the Fund to take advantage of such opportunity (for example, if the potential co-investment party is involved in the same industry as a target company in which the Fund wishes to invest, or if the identity of the potential co-investment party, or the jurisdiction in which the potential co-investment party is based, may affect the likelihood of the Fund being able to capitalize on a potential investment opportunity);
- Whether the Adviser believes, in its sole discretion, that allocating investment opportunities to a potential co-investment party will help establish, recognize, strengthen and/or cultivate relationships that may provide indirectly longer-term benefits (including strategic, sourcing or similar benefits) to the relevant Fund or future funds and/or the Adviser; and
- The timing and amount of a potential co-investor's investment in the Funds.

The Adviser's exercise of its discretion in allocating investment opportunities with respect to a particular investment among the persons, including the Funds, potential co-investors, Adviser

Investors and Third Parties, and in the manner discussed above, may not result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to other such persons. For example, the Adviser will be incentivized to offer a co-investment opportunity to certain persons over others based on its economic arrangement with such persons. While the Adviser will determine how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant, but in its sole discretion, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made will be as favorable as they would be if the conflicts of interest to which the Adviser is subject, discussed herein, did not exist.

In the event the Adviser determines to offer an investment opportunity to co-investors, there can be no assurance that the Adviser will be successful in offering a co-investment opportunity to a potential co-investor, in whole or in part, that the closing of such co-investment will be consummated in a timely manner, that the co-investment will take place on the terms and conditions that will be preferable for the applicable Fund or that expenses incurred by such Fund with respect to the syndication of the co-investment will not be substantial. Further, it is possible that a potential co-investment party may experience financial, legal or regulatory difficulties and may, from time to time, have economic, tax, regulatory, contractual or other business interests or goals that are inconsistent with those of a Fund and as a result, may take a different view from the Adviser as to appropriate strategy for an investment or may be in a position to take a contrary action to a Fund's investment objective. In the event that the Adviser is not successful in offering a co-investment opportunity to potential co-investors, in whole or in part, a Fund may consequently hold a greater concentration and have exposure in the related investment opportunity than was initially intended, which could make the Fund more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto.

Additional Potential Conflicts of Interests With Respect to Co-Investment and Strategic Relationships Involving Co-Investment. The Adviser and its affiliates will in certain circumstances be incentivized to offer certain potential co-investors (including, by way of example, as a part of an overall strategic relationship, including a Strategic Relationship, with the Adviser) opportunities to co-invest in priority or on more favorable terms than other potential co-investors due to the amount of performance-based compensation, management fees or other fees paid by the co-investor receiving the priority allocation or better terms (as well as any additional discounts or rebates avoided by allocating co-investments to such co-investor) or other aspects of such co-investor's relationship with the Adviser. The management fees, carried interest and other fees received by the Adviser and its affiliates from, and the amount of expenses charged to, a Fund may be less or more than such amounts paid by or charged to co-investment vehicles pursuant to the terms of such vehicles' partnership agreements and other agreements with co-investors, and such variation in the amount of fees and expenses may create an economic incentive for the Adviser to allocate a greater or lesser percentage of an investment opportunity to the Fund or such co-investment vehicles or co-investors, as the case may be. In addition, other terms of existing and future co-investment vehicles may differ materially, and in some instances may be more favorable to the Adviser, than the terms of a Fund, and such different terms may create an incentive for the Adviser to allocate a greater or lesser percentage of an investment opportunity to such Fund or

such co-investment vehicles, as the case may be. For example, with respect to a Strategic Relationship that grants the Adviser pure deal-by-deal carried interest entitlements on co-investment opportunities allocated with respect to such Strategic Relationship, if a Fund's returns are not sufficient to entitle its General Partner to carried interest, there is an economic incentive to allocate such investment to the Strategic Relationship. Such incentives will from time to time give rise to conflicts of interest, and there can be no assurance that any investment opportunities that would have otherwise been offered to a Fund or investors through co-investment will be made available.

Secondary Transactions. In addition, to the extent the Adviser has discretion over a secondary transfer of interests in a Fund pursuant to a Fund's Organizational Documents, or is asked to identify potential purchasers in a secondary transfer, the Adviser will do so in its sole discretion, generally taking into account the following factors:

- The Adviser's evaluation of the financial resources of the potential purchaser, including its ability to meet capital contribution obligations;
- The Adviser's perception of its past experiences and relationships with the potential purchaser, including its belief that the potential purchaser would help establish, recognize, strengthen and/or cultivate relationships that may provide indirectly longer-term benefits to current or future Funds and/or the Adviser and the expected amount of negotiations required in connection with a potential purchaser's investment;
- Whether the potential purchaser would subject the Adviser, the applicable Fund, or their affiliates to legal, regulatory, tax, reporting, public relations, media or other burdens;
- Requirements in the Fund's Organizational Documents; and
- Such other facts as it deems appropriate under the circumstances in exercising such discretion.

A purchaser's potential investment into a future Fund may be considered but will not be the sole determining factor considered by the Adviser in determining whether to grant or withhold its consent to a secondary transfer of interests in a Fund.

Management of Multiple Funds; Conflicts Related to Purchases and Sales

The Adviser may give advice or take actions with respect to the investment of one or more Funds that may not be given or taken with respect to other Funds with similar investment programs, objectives or strategies. As a result, Funds with similar strategies may not hold the same securities or achieve the same performance. In addition, a Fund may not be able to invest through the same investment vehicles or have access to similar credit or utilize similar investment strategies as another Fund. These differences will result in variations with respect to price, leverage and associated costs of a particular investment opportunity.

The Adviser may consider and reject an investment opportunity on behalf of one Fund and, the Adviser may subsequently determine to have another Fund make an investment in the same company. A conflict of interest arises because one Fund will, in such circumstances, benefit from the initial evaluation, investigation and due diligence undertaken by the Adviser on behalf of the original Fund considering the investment. In such circumstances, the benefitting Fund(s) will not be required to reimburse the original Fund for expenses incurred in connection with researching such investment.

The Funds may enter into borrowing arrangements that require the Funds to be jointly and severally liable for the obligations. If one Fund defaults on such arrangement, the other Funds may be held responsible for the defaulted amount. The Funds will only enter into such joint and several borrowing arrangements when the Adviser determines it is in the best interests of the Funds.

Conflicts arise when a Fund makes investments in conjunction with an investment being made by other Funds, or in a transaction where another Fund has already made an investment. Investment opportunities may be appropriate for multiple Funds at the same, different or overlapping levels of a portfolio company's capital structure, including in cryptocurrency tokens issued by such portfolio company. Conflicts arise in determining the terms of investments. Questions arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring raise conflicts of interest. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the Funds may or may not provide such additional capital, and if provided each Fund will supply such additional capital in such amounts, if any, as determined by the Adviser. Investments by more than one Fund in a portfolio company or Digital Asset issued by a portfolio company will also raise the risk of using assets of a Fund to support positions taken by other Funds, or that a Fund may remain passive in a situation in which it is entitled to vote. The Adviser may also express inconsistent or contrary views of commonly held investments or of market conditions more generally. Employees and related persons of the Adviser have made and will likely continue to make capital investments in or alongside certain Funds, and therefore will have additional conflicting interests in connection with these investments. There can be no assurance that the return of a Fund participating in a transaction would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

Certain portfolio companies in which a Fund invests may engage in activities that could adversely affect another Fund and/or its portfolio company, including, for instance, as a result of laws and regulations or certain jurisdictions (such as bankruptcy, environmental, consumer protection and/or labor or union laws) that may not recognize or permit the segregation of assets and liabilities between separate entities. Such jurisdictions may also allow for recourse against assets that are under common control with, or part of the same economic group as the entity that has incurred the

liability. This may result in the assets of a Fund and/or a portfolio company being used to satisfy the obligations or liabilities of another Fund or its portfolio company.

From time to time the Adviser will, in its discretion, enter into transactions with investors in a Fund to dispose of all or a portion of certain investments held by a Fund. In exercising its discretion to select the purchaser(s) of such investments, the Adviser may consider some or all of the factors listed above under “Allocation of Co-Investment Opportunities and Secondary Transactions”. The sale price for such transactions will be mutually agreed to by the Adviser and such purchaser(s); however, determinations of sale prices involve a significant degree of judgment by the Adviser. Although the Adviser is not obligated to solicit competitive bids for such sale transaction or to seek the highest available price, it will first determine that such transaction is in the best interests of the Fund, taking into account the sale price and the other terms and conditions of the transaction. There can be no assurance, in light of the performance of the investment following such a transaction, that such transaction will ultimately prove to be the most profitable or advantageous course of action for the applicable Fund(s). Any such transactions will comply with the Organizational Documents of the applicable Fund(s).

The Funds will, from time to time, enter into equity commitment arrangements whereby, subject to any applicable documentation, a Fund agrees that upon the closing of a transaction with respect to a potential portfolio company, it will purchase equity securities in a transaction. Furthermore, in certain instances a Fund may also enter into limited guarantee arrangements whereby, subject to any applicable documentation, a Fund agrees that if a transaction with respect to a potential investment is not consummated, it will pay a percentage of the total value of the transaction as a “reverse termination fee” to the seller entity. While certain co-investment vehicles with investments contractually tied to a Fund (including co-investment vehicles through which Adviser personnel participate) are generally obligated to pay their proportionate share of the equity purchase price and/or the reverse termination fee (whether pursuant to the applicable Funds’ Organizational Documents or otherwise), such co-investment vehicles are generally not direct parties to the equity commitment arrangements or limited guarantees. Therefore, in the unlikely event that a co-investment vehicle defaults on such arrangement, the Funds would be held responsible for the entire equity purchase price or reverse termination fee, as applicable.

The Funds, from time to time, may co-invest with third parties through partnerships, joint ventures or other similar entities or arrangements. These investments involve risks that would not otherwise be present in investments where a third party is not involved. Such risks include, among other things, the possibility that the third party may have differing economic or business goals than those of the Funds, or that the third party may be in a position to take actions that are inconsistent with the investment objectives of the Funds. There may also be instances where a Fund will be liable for the actions of such third-party co-investors. There can be no assurance that the return of a Fund participating in a transaction with a third party would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

Investments with the Intent to Syndicate

In order to facilitate investments, a Fund may make (or commit to make) an investment with a view to selling a portion of such investment to other Funds. Such Fund may obtain third-party financing prior to or within a brief period after the closing of the acquisition of such investment. Such investments will typically be sold to such other Funds at fair value, at cost plus an interest component, or at such other price determined by the Adviser in good faith under the circumstances and in accordance with any fiduciary obligation of the Adviser under applicable law. In the event a Fund makes such an investment, the Fund will bear the risk that any or all of the excess portion of such investment may not be sold or financed or may only be sold or financed on unattractive terms and that, as a consequence, such Fund may bear the entire amount of any breakup fee or other fees, costs and expenses related to such investment, hold a larger portion than expected of such investment (and thus the Fund's investment portfolio could become significantly concentrated in a particular investment) or may realize lower than expected returns from such investment. A Fund will also bear the risk that any persons or entities acquiring an interest in such an investment after the closing of such investment may acquire such interest on terms that may not reflect the then-current value of such investment. A Fund is permitted to borrow to fund the portion of an investment that it intends to sell to other persons or entities. If such other persons or entities do not ultimately invest in such investment, the Fund will bear the interest and other expenses relating to any such borrowing or investment as well as any broken deal expenses related thereto.

Principal Transactions

Section 206 under the Advisers Act regulates principal transactions between an investment adviser (like the Adviser) and certain of its affiliates, on the one hand, and the clients thereof (like the Funds), on the other hand. Generally, if an investment adviser proposes to purchase a security from, or sell a security to, a client (in what is commonly referred to as a "principal transaction"), such adviser must make certain disclosures to the client of the terms of the proposed transaction and obtain the client's consent to the transaction. Subject to the requirements of Section 206 of the Advisers Act and any other requirements of an applicable Fund's Organizational Documents, the Adviser and its affiliates may occasionally engage in principal transactions with the Funds. The Adviser has established certain policies and procedures designed to comply with the requirements of the Advisers Act as they relate to principal transactions regarding securities, including that disclosures regarding any proposed principal transactions be made in accordance with Section 206 of the Advisers Act, and that the requisite advance consent to the transaction is received prior to consummating such a transaction.

Cross-Transactions

In certain cases, the Adviser may cause a Fund to purchase investments from another Fund or may cause a Fund to sell investments to another Fund. Such transactions create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a Fund may not receive the best price otherwise possible, or the Adviser might have an incentive to improve the performance of one Fund by selling underperforming assets to another Fund in order, for example,

to earn fees. Additionally, in connection with such transactions, the Adviser, its affiliates and/or their professionals (i) may have significant investments, or intentions to invest, in the Fund that is selling and/or purchasing such an investment or (ii) otherwise have a direct or indirect interest in the investment (such as through certain other participations in the investment). The Adviser and its affiliates have the potential to receive management or other fees and/or Carried Interest in connection with their management of the relevant Funds involved in such a transaction and may also be entitled to share in the investment profits of the relevant Funds. To address these conflicts of interest, in connection with effecting such transactions, the Adviser will follow the investment allocation requirements of the relevant Funds. To the extent such matters are not addressed in the investment allocation requirements, the Adviser's CCO will be responsible for confirming that the Adviser (i) considers its respective duties to each Fund, (ii) assesses whether the purchase or sale and price or other terms are comparable to what could be obtained through an arm's length transaction with a third party on commercially reasonable terms, and (iii) obtains any required approvals of the transaction's terms and conditions.

Bulk Sales of Assets; Sales of Assets by Multiple Funds

While typical exit scenarios for a Fund's investments are expected to consist of acquisitions of portfolio companies by third-party buyers (including other venture capital or private investment funds) or sales or distributions of publicly traded securities by the Fund following a portfolio company's initial public offering, the Adviser may determine that it is in the best interests of the Fund to dispose of one or more portfolio investments to a secondary buyer in a negotiated transaction (or in a similar transaction). The specific portfolio investments selected to be included in any such transaction would be determined by the Adviser in its sole discretion, considering such factors as it deems to be relevant under the circumstances, which may include: contractual restrictions and other relevant provisions in agreements related to the Fund's investments in a portfolio company (such as rights of first refusal in favor of third parties); the Fund's level of ownership of a portfolio company; the amount of gain (or loss), realized and unrealized, on the Fund's investment in a portfolio company (and for the Fund as a whole) at the time of such disposition opportunity; liquidity needs for the Fund and the investment cycle of the Fund; respective holding periods for the Fund's investments; the nature of each investment; the Adviser's relationships with such company and its founders and executives; current and anticipated market conditions; and tax, legal or regulatory considerations.

While this type of transaction results in earlier liquidity for a Fund, the total proceeds received by the Fund could be less than the amount the Fund would have received if it had continued to hold each investment until the applicable portfolio company itself had a liquidity event (such as an acquisition or an initial public offering). To the extent that multiple investments of a Fund are sold in any such transaction, the amount of proceeds received by the Fund with respect to such investments may be less than the amount that could have been obtained if such assets had been sold separately, and may be at a discount to the value at which the Fund was carrying such investment at the time of the applicable transaction. In addition, a Fund may sell investments alongside other Funds in such a transaction. In connection with any such transaction, it is expected that the sale proceeds (and certain related transaction expenses) will need to be allocated among

the participating sellers. The allocation methodology that is ultimately utilized may take into account a number of factors, including, without limitation, the relative values for the applicable investments that the various Funds reported to their respective investors, the relative values assigned to the investments (or certain investments) being sold in the transaction by the secondary buyer (which could be influenced by the buyer's desire to discourage other parties from exercising rights of first refusal, co-sale or other similar rights), adjustments to the transaction price to account for distributions received and/or contributions made by the Funds with respect to any such investments between the "record date" and the closing date of the transaction and/or such other adjustments and considerations deemed relevant by the Adviser. Accordingly, the amount of proceeds (and related transaction expenses) that would be allocated among the Funds is uncertain and could be materially different than would be the case had other factors been considered relevant (or more relevant) by the Adviser. Conflicts may arise with respect to any such allocation methodology, as the Adviser may have an incentive to allocate such proceeds and transaction expenses among the Funds in a manner that it believes will maximize the amount distributable to the Adviser and its affiliates with respect to the "carried interest" payable by the Funds.

Secondaries and Other Adviser-Led Transactions

There continues to be a significant market in the private fund sector for secondary sales, general partner-led transactions, continuation funds, successor fund investments and other transactions for the disposition of investments, and the Adviser may dispose of (or seek additional capital for) a Fund's investments through such means. Many of these transactions involve an auction process run by an investment bank and a buyer (or buyer group) that agrees to purchase a portion of one or more investments that will continue to be managed by the Adviser following the transaction. Such transactions are undertaken for various reasons, including, for example, to balance competing interests between offering liquidity to existing investors and maintaining exposure to an asset where the Adviser believes there is the potential for additional value generation. Where undertaken, existing investors typically are offered certain options relating to receiving liquidity from the transaction or continuing to maintain exposure to the asset, assets or a new portfolio of assets (including a portfolio that combines assets from multiple Funds sponsored by the Adviser), often on different terms than the original investment.

Each of these transactions has the potential for conflicts between the interests of a Fund or investor and those of the Adviser or any buyer group that typically are not applicable to more traditional investment sales. For example, in circumstances where the Adviser will continue to manage and receive fees and/or performance-based compensation relating to the subject assets following the transaction (potentially in addition to performance-based compensation earned by the Adviser or a General Partner on the sale of an asset from the corresponding Fund in such transaction), their incentives are expected to diverge from those of investors who elect to sell their interests. Similarly, there are potential conflicts of interest among a Fund, the Adviser and any buyer group relating to the valuation and consideration offered for the investment(s) subject to the transaction. To the extent a General Partner or the Adviser requires existing investors and/or new buyers to commit capital to a continuation fund or another Fund in addition to the purchase amount paid in a transaction, such requirement is expected to have a dilutive effect on the purchase price for the

Fund and its investors. There can be no assurance that any such transaction will accurately reflect the fair market value of the Fund investment(s) being sold. Further, the Adviser is expected to be incentivized to make investments in portfolio companies with the view of holding such investments for longer periods of time or to make investments that it would not otherwise have made if the possibility of liquidity through a secondary transaction did not exist.

Formation of New Businesses

The Adviser may establish or acquire new business units and/or provide new services in the future (including businesses in the asset and investment management space that advise investment vehicles that overlap with the Funds). Any revenue or fees generated by such newly established or acquired businesses will be for the benefit of the Adviser and will not otherwise benefit the Funds or offset any Advisory Fee or other fees owed to the Adviser. Clients of such new business units may also be affiliated with investors in the Fund. Certain personnel of the Adviser (for both of the Adviser's existing business and future business units) may have interests in performance-based economics and compensation that may be payable by clients of new business units, on the one hand, and from Advisory Fees and Carried Interest payable by a Fund, on the other hand. Such arrangements may create incentives for the Adviser to recommend investment opportunities to clients of such new business units and away from the Funds. In addition, certain new business units, such as a16z Perennial, may provide services to certain portfolio company executives, employees of the Adviser and its affiliates, as well as investors of the Funds.

Advisory Committee Rights

Each Fund is authorized to establish an advisory committee consisting of representatives of its investors. A conflict of interest may exist when some, but not all Limited Partners, are permitted to designate a member to the advisory committee. The advisory committee also has the ability to approve conflicts of interests with respect to the Adviser and the Fund, which could be disadvantageous to the investors, including those investors who do not designate a member to the advisory committee. Representatives of the advisory committee may have various business and other relationships with the Adviser and its partners, employees and affiliates. These relationships may influence the decisions made by such members of the advisory committee.

In addition, certain Funds have designated the advisory committee of another Fund (e.g., the main Fund into which such Funds invest or invest alongside) to act as their advisory committee. While it is generally expected that the interests of a Fund will be aligned with the interests of the Funds it invests in or invests alongside, such alignment of interests may not always exist.

Currently, the Funds that have established an advisory committee have appointed the same set of representatives to their committees (i.e., such Funds have identical advisory committees). While it is generally expected that the interests of the advisory committee members in each Fund will incentivize them to represent the interests of each Fund, a conflict of interest exists to the extent that an advisory committee member has differing incentives vis-à-vis its interests in the different Funds. Funds with respect to which an advisory committee member's interest is less aligned may

be disadvantaged compared to Funds with respect to which an advisory committee member's interest is more aligned.

Valuations

The Adviser's exercise of discretion in valuing the assets of the Funds gives rise to conflicts of interest, as such valuations influence the Adviser's track record and the Carried Interest and/or Advisory Fees payable by Investors are calculated based, in part, on such valuations. The Adviser intends to apply its valuation policies and procedures, as in effect from time to time, in determining the valuation of the assets of the Funds. In addition, annual valuations of a Fund's portfolio investments are reviewed by the Fund's auditors in connection with the preparation of the Fund's audited financial statements.

Fee and Expense Structure

Because there is a fixed investment period after which capital from investors in a Fund may only be used in limited circumstances and because Advisory Fees are, at certain times during the life of the Funds, based on capital invested by the Funds, this fee structure creates an incentive to deploy capital when the Adviser may not otherwise have done so.

Additionally, as discussed above in Item 6, each General Partner of a Fund is entitled to Carried Interest under the terms of the Organizational Documents of such Funds. Such General Partner is an affiliate of the Adviser. The existence of the General Partner's Carried Interest creates an incentive for a General Partner to cause the relevant Fund to make more speculative investments than they would otherwise make in the absence of performance-based compensation.

Pursuant to the Organizational Documents, the General Partner may be required to return excess distributions of Carried Interest as a "clawback". This clawback obligation creates an incentive for the General Partner to defer disposition of one or more investments or delay the liquidation of a Fund if the disposition and/or liquidation would result in a realized loss to the Fund or would otherwise result in (or exacerbate) a clawback situation for the General Partner.

Because certain expenses are paid for by the Funds and/or their portfolio companies or, if incurred by the Adviser, are reimbursed by a Fund and/or its portfolio companies, the Adviser may not necessarily seek out the lowest cost options when incurring (or causing the Fund or its portfolio companies to incur) such expenses.

Transactions Between Portfolio Companies of the Funds and Former Adviser Employees

The Adviser is permitted to, in its discretion, cause a Fund and its portfolio companies to have ongoing business dealings, arrangements, or agreements with persons who are former employees or executives of the Adviser. Such Fund and its portfolio companies would bear, directly or indirectly, the costs of such dealings, arrangements, or agreements. In such circumstances, there may be a conflict of interest between the Adviser and the Fund (or its portfolio companies) in determining whether to engage in or to continue such dealings, arrangements, or agreements,

including the possibility that the Adviser may favor the engagement or continued engagement of such persons even if a better price or quality of service could be obtained from another person.

Providers of Operations Support

The portfolio companies will from time to time engage with other companies and individuals (“Operations Support Providers”), which include affiliates of the Adviser or General Partners, employees of such affiliates, portfolio companies of other Funds, third party consultants (including specialized consultants, external executives, and industry advisory roundtable members), venture partners, entrepreneurs-in-residence, executives-in-residence, consultant, contractor, or adviser (as those terms are generally understood in the venture capital and private equity industries). The Operations Support Providers are engaged to provide operational support, specialized operations, introductions to relevant third parties and consulting services and similar or related services to, or in connection with, one or more portfolio companies (“Operations Support Services”). These arrangements may be memorialized in a formal written agreement or may be informal and are negotiated individually, depending upon the anticipated Operations Support Services to be provided. Operations Support Providers may be offered the ability to co-invest alongside Funds, including in investments in which such Operations Support Provider is involved or participates in the management thereof. Any compensation, including fees, equity interests and reimbursement of expenses will be paid for by the portfolio companies and will not offset or otherwise reduce the Advisory Fee. To the extent a portfolio company grants equity interest to an Operations Support Provider, such grant will have a dilutive effect on other investors in the portfolio company including one or more Funds.

Service Providers

The Adviser engages certain service providers to provide services to the Adviser, the Funds and/or the portfolio companies, including services during the due diligence and acquisition process. Such service providers are, in certain circumstances, Fund portfolio companies, investors in a Fund or affiliates of such investors and may include, for example, investment or commercial bankers, outside legal counsel pension consultants and/or other investors who provide services (including mezzanine and/or lending arrangements). The engagement of any such service provider may be concurrent with an investor’s admission to a Fund, or during the term of such investor’s investment in the Fund. This creates a conflict of interest, as the Adviser may give such investor preferred economics or other terms with respect to its investment in a Fund or may have an incentive to offer such investor co-investment opportunities that it would not otherwise offer to such investor.

Additionally, Adviser personnel and/or their family members or relatives may have ownership, employment, or other interests in such service providers. These relationships that an Adviser may have with a service provider can influence the Adviser in determining whether to select or recommend such service provider to perform services for a Fund or a portfolio company. The Adviser will have a conflict of interest with a Fund in recommending the retention or continuation of a service provider to the Fund or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider will continue to invest in Funds or will provide the

Adviser information about markets and industries in which the Adviser operates or is interested or will provide other services that are beneficial to the Adviser. Although the Adviser selects service providers that it believes will enhance portfolio company performance (and, in turn, the performance of the applicable Fund), there is a possibility that the Adviser, because of financial, business interest, or other reasons, may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. While the Adviser often does not have visibility or influence regarding advantageous service rates or arrangements, there will be situations in which the Adviser receives more favorable service rates or arrangements than the Funds or their portfolio companies.

The Adviser or its affiliates and service providers, often charge varying amounts or may have different fee arrangements for different types of services provided. For instance, fees for various types of work often depend on the complexity of the matter, the expertise required, and the time demands of the service provider. As a result, to the extent the services required by the Adviser or its affiliates differ from those required by the Funds and/or its portfolio companies, the Adviser and its affiliates will pay different rates and fees than those paid by the Fund and/or its portfolio companies. Notwithstanding the foregoing, the Adviser generally does not enter into any arrangement with a service provider that provides for a lower rate or discount than those available to a Fund or a potential portfolio company for comparable services.

In connection with its services to the Funds and their investments, the Adviser, its affiliates and personnel expect to receive the benefit of certain tangible and intangible benefits. For example, in the course of the Adviser's operations, including research, due diligence, investment monitoring, operational improvements and investment activities, the Adviser and its personnel expect to receive and benefit from information, "knowhow," experience, analysis and data relating to Fund or portfolio company (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, "Adviser Information"). In many cases, Adviser Information will include tools, procedures and resources developed by the Adviser to organize or systematize Adviser Information for ongoing or future use. Although the Adviser expects its Funds and their portfolio companies generally to benefit from the Adviser's possession of Adviser Information, it is possible that any benefits will be experienced solely by other or future Funds or portfolio companies and not by the Fund or portfolio company from which Adviser Information was originally received. Adviser Information will be the sole intellectual property of the Adviser and solely for the use of the Adviser. The Adviser reserves the right to use, share, license, sell or monetize Adviser Information, without offset to Advisory Fees, and the relevant Fund or portfolio company will not receive any financial or other benefit of such use, sharing, licensure, sale or monetization.

Financing of General Partners' Capital Commitments

Members and assignees of a General Partner may enter into one or more credit facilities, preferred equity or other investment structures in order to finance all or a portion of their capital commitments to the General Partner or an employee parallel Fund. Any such financing structures are likely to be secured by their interests in the General Partner, other interests held in general

partner entities of other Funds or certain other interests. Adviser affiliated persons may pledge their interests in a General Partner's capital commitment to a Fund in order to obtain financing from lenders and the Organizational Documents will not include limitations on the amount of their interests they may pledge.

Selection of Intermediaries, Exchanges, and Counterparties

The Adviser is subject to conflicts relating to its selection of intermediaries, exchanges, and counterparties on behalf of a Fund. Portfolio transactions for a Fund will be allocated to intermediaries, exchanges and counterparties on the basis of numerous factors, and will not necessarily always be allocated to the third party with the lowest pricing. Certain intermediaries, exchanges and counterparties provide other services that are beneficial to the Adviser, but not necessarily beneficial to the Fund, which may create an incentive for the Adviser to allocate transactions to those intermediaries, exchanges or counterparties.

In addition, the Funds from time to time invest in intermediaries, exchanges or other service providers to pooled investment funds or other investors in Digital Assets, including businesses that focus on storage, security and custody of Digital Assets. The Adviser has an incentive to cause a Fund to transact with such intermediaries, exchanges or other service providers, including where similar services are available from other third parties on terms that are more beneficial to the Fund.

Side Letter Agreements; Disclosures

The Adviser from time to time enters into certain side letter arrangements with certain Investors in a Fund, which provide different or preferential rights or terms, including, but not limited to, different fee structures, certain information rights, specialized reporting, priority co-investment rights or targeted co-investment amounts, and certain liquidity or transfer rights. Other side letter rights are likely to confer benefits on certain Limited Partners at the expense of the relevant Fund or of Limited Partners as a whole, including in the event that a side letter confers additional reporting, information rights and/or transfer rights, the costs and expenses of which are expected to be borne by the relevant Fund. It is expected that the Adviser will be required to disclose to Investors in a Fund the existence of, and certain details regarding, such side letter arrangements, although such disclosure will not entitle other Investors in the Fund to receive the same treatment described in the disclosure.

Due in part to the fact that potential investors in a Fund (including purchasers of a Limited Partner's interests in a secondary transaction) or a co-investment opportunity may ask different questions and request different information, the Adviser from time to time provides certain information to one or more prospective investors that it does not provide to all of the prospective investors or Limited Partners.

Other Potential Conflicts

The Adviser, its affiliates and their personnel and related parties will receive intangible and other benefits, discounts and perquisites arising or resulting from their activities on behalf of the Funds,

which will not offset or reduce Advisory Fees or otherwise be shared with the Funds, their portfolio companies or the Investors. For example, airline travel or hotel stays will result in “miles” or “points” or credit in loyalty or status programs, and such benefits will, whether or not de minimis or difficult to value, inure exclusively to the benefit of the Adviser, its affiliates or their personnel or related parties receiving it, even though the cost of the underlying service is borne by the Funds as Fund expenses or by their portfolio companies. Similarly, the Adviser, its affiliates and their personnel and related parties, and third parties designated by the foregoing, also may receive discounts on products and services provided by portfolio companies and customers or suppliers of such portfolio companies.

The Adviser generally may, in its discretion, contract with any related person of the Adviser (including but not limited to a portfolio company of a Fund) to perform services for the Adviser in connection with its provision of services to a Fund. When engaging a related person to provide such services, the Adviser will have an incentive to recommend the related person even if another person is more qualified to provide the applicable services and/or can provide such services at a lesser cost.

Given the collaborative nature of the Adviser’s business and the portfolio companies in which the Funds invest, there will likely be situations where the Adviser is in the position of recommending the services of a portfolio company to other portfolio companies of the Funds, which may involve fees, commissions, servicing payments and/or discounts to the Adviser, an affiliate, or a portfolio company. The Adviser will have a conflict of interest in making such recommendations, as the Adviser has an incentive to maintain goodwill between it and the existing and prospective portfolio companies of the Funds, while the products or services recommended may not necessarily be the best available to the portfolio companies held by the Funds. The benefits received by a portfolio company providing a service may be greater than those received by a Fund and its portfolio companies receiving the service.

The Adviser has an incentive to recommend the products or services of its affiliates, certain Investors or prospective Investors, certain third parties, or their related businesses to the Funds or their portfolio companies for use or purchase, even though the products or services recommended may not necessarily be the best available to the Funds or their portfolio companies.

Portfolio companies in which the Funds invest provide services to certain Fund Investors. The Adviser has an incentive to cause the portfolio company to favor those Investors relative to other portfolio company clients or customers in terms of pricing or otherwise, which could adversely affect the portfolio company’s profitability to the Funds. Additionally, the portfolio company could recommend to its clients or customers that they invest in the Funds.

The Adviser and/or its affiliates may engage in business opportunities arising from a Fund’s investment in a portfolio company (for example, without limitation, entering into a joint venture with a portfolio company or making a proprietary investment in a portfolio company). This creates a conflict of interest, as such interests are a benefit arising from a Fund’s investment and may vary

from the Fund's interest (e.g., whether to make a follow-on investment and, if so, how much should be allocated to the Fund).

In certain instances, a Fund's portfolio companies may compete with, or be a customer of, or a service provider to, another portfolio company of the same Fund or a different Fund. In providing advice to a portfolio company's business, the Adviser is not obligated to, and need not, take into consideration the interests of other relevant portfolio companies. As a result, a conflict of interest may arise in these instances because advice and recommendations provided by the Adviser to a portfolio company may have adverse consequences to a separate portfolio company.

The Adviser is authorized and intends to transact with portfolio companies through its affiliate a16z Oxygen, L.L.C. ("a16z Oxygen"). a16z Oxygen was formed to sell critical services to portfolio companies in the AI space (such as compute clusters of Graphic Processing Units). Any such transactions will not trigger an Advisory Fee offset under the Organizational Documents. While the Adviser believes that a16z Oxygen and its transactions with portfolio companies are ultimately beneficial for such portfolio companies – as the services are sold at cost – there is no guarantee that each portfolio company that engages in any such transaction will secure the best possible price for such services at such time.

The Adviser has instituted a marketplace program under which the Funds' portfolio companies and other vendors are given the option to make introductions to portfolio companies and offer services. Program participants expect to receive discounts negotiated with various vendors and service providers, including portfolio companies, on a groupwide basis. Participants voluntarily participate in the program without cost.

From time to time, the Adviser and its affiliates and personnel and persons selected by them expect to receive the benefit of "friends and family" and similar discounts from the Funds' portfolio companies under which such portfolio companies make their goods and/or services available at reduced rates. Because portfolio companies offer such discounts to customers other than the Adviser and such persons as part of their standard commercial practices in an effort to expand their respective customer bases, the Adviser believes that the potential for conflicts of interest relating to such discounts is mitigated. Discounted prices or better terms offered by a portfolio company to the Adviser, any other portfolio company or third parties have the potential to affect the returns of the portfolio company.

There are complex arrangements among the Funds, the Adviser, investors, and other relevant parties. From time to time, questions may arise regarding certain parties' rights and obligations in certain situations, some of which may not have been contemplated upon the negotiation and execution of such documents. In some instances, the operative provisions of the Organizational Documents may be broad, unclear, general, conflicting, ambiguous, and vague and may allow for multiple reasonable interpretations. In other instances, there may not be a directly applicable provision. While the Adviser will construe the relevant provisions in good faith and in a manner consistent with its fiduciary duty and legal obligations, the interpretations used may not be the most favorable to the Funds or the Investors.

The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in the Funds and may also represent one or more portfolio companies or Investors in the Funds. In the event of a significant dispute or divergence of interest between a Fund and the Adviser, the parties may engage separate counsel in the sole discretion of the Adviser, and in litigation and other circumstances separate representation may be required. Additionally, the Adviser and a Fund and the portfolio companies of a Fund may engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Fund, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Fund and/or the portfolio company, or the Adviser receiving a discount on services even though the Fund and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.

The Adviser from time to time receives material, non-public information regarding issuers, including through its members who participate on the board of directors of other entities, which in some cases may expose such persons to material non-public information regarding other issuers that may fall within a Fund's investment objectives. Under applicable law and policies Adviser personnel are generally prohibited from disclosing or using material non-public information for their own personal benefit or for the benefit of any other person, regardless of whether that person is a client. Accordingly, should an employee of the Adviser obtain material, non-public information with respect to an issuer, he or she is generally prohibited from communicating that information to, or using that information for the benefit of, the Funds. Accordingly, receipt of material non-public information by the Adviser or its employees may impact the ability of a Fund to buy, sell or hold certain investments, which may adversely impact the Fund's investment results. The Adviser has no obligation or responsibility to disclose the information to, or use such information for the benefit of, any person (including clients) even if requested by the Adviser or its affiliates and even if failure to do so would be detrimental to the interests of that person.

The Organizational Documents of the Funds permit each Fund's General Partner to withhold information from certain limited partners or investors in such Fund in certain circumstances. For instance, information may be withheld from limited partners that are subject to Freedom of Information Act or similar requirements. The General Partner may elect to withhold certain information to limited partners for reasons relating to the General Partner's public reputation or overall business strategy, despite the potential benefits to such limited partners of receiving such information.

Resolution of Conflicts

In the case of all conflicts of interest, the Adviser's determination as to which factors are relevant, and the resolution of such conflicts, will be made using the Adviser's best judgment, but in its sole discretion. In resolving conflicts, the Adviser considers various factors, including the interests of the applicable Funds with respect to the immediate issue and/or with respect to their longer term courses of dealing. Certain procedures for resolving specific conflicts of interest are set forth below. When conflicts arise, the following factors may mitigate, but will not eliminate, conflicts of interest:

- (1) A Fund will not make an investment unless the Adviser believes that such investment is an appropriate investment considered from the viewpoint of the Fund;
- (2) Many important conflicts of interest will generally be resolved by set procedures, restrictions or other provisions contained in the Organizational Documents for the Fund;
- (3) Each Fund has established an advisory committee, consisting of representatives of investors not affiliated with the Adviser. The advisory committee meets as required to consult with the Adviser as to certain potential conflicts of interest. On any issue involving actual conflicts of interest, the Adviser will be guided by its good faith discretion;
- (4) Where the Adviser deems appropriate, unaffiliated third parties may be used to help resolve conflicts; and
- (5) Prior to subscribing for interests in a Fund, each investor receives information relating to significant potential conflicts of interest arising from the proposed activities of the Fund.

In addition, certain provisions of a Fund's Organizational Documents are designed to protect the interests of investors in situations where conflicts exist, although these provisions do not eliminate such conflicts. In certain instances, some of such conflicts of interest will be resolved in a manner adverse to a Fund and its ability to achieve its investment objectives.

Item 12. Brokerage Practices

As Funds invest primarily in early stage and later-stage private companies and Digital Assets, the Adviser anticipates that it will utilize brokers for Fund transactions only in very limited circumstances (e.g., money market instruments pending investment in a portfolio company, securities held as a result of initial public offerings of portfolio companies, going-private transactions, etc.). However, to meet its fiduciary duties to the Funds, the Adviser maintains written policies to address issues that might arise with respect to brokerage practices.

Selection of Brokers and Dealers

For each of the Funds, the Adviser has, subject to the direction of such Fund's General Partner, if applicable, sole discretion over the purchase and sale of investments (including the size of such

transactions) and the broker or dealer, if any, to be used to effect transactions. In placing each transaction for the Fund involving a broker-dealer, the Adviser will seek “best execution” of the transaction except to the extent it may be permitted to pay higher brokerage commissions in exchange for brokerage and research services (as discussed below). “Best execution” means obtaining for a Fund account the lowest total cost (in purchasing a security) or highest total proceeds (in selling a security), taking into account the circumstances of the transaction and the reputability and reliability of the executing broker or dealer.

In determining whether a particular broker or dealer is likely to provide best execution in a particular transaction, the Adviser’s investment team takes into account all factors that it deems relevant to the broker’s or dealer’s execution capability, including, by way of illustration, price, the size of the transaction, the nature of the market for the security, the amount of the commission, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions. In addition, the Adviser may consider the use of Electronic Communications Networks (“ECNs”) when placing trades on behalf of the Funds. When purchasing or selling over-the-counter securities with market makers, the Adviser generally seeks to select market makers it believes to be actively and effectively trading the security being purchased or sold.

In order to monitor best execution, the Adviser’s investment team, in consultation with the Adviser’s CCO, will periodically monitor broker-dealers to assess the quality of execution of brokerage transactions effected on behalf of the Adviser and each Fund.

The Adviser also maintains policies and procedures related to selection and utilization of Digital Asset exchanges. Similar to selection of brokers or dealers, the Adviser’s investment team takes into account all factors deemed relevant to a Digital Asset exchange’s execution capability, including but not limited to, cybersecurity of the exchange, reputation and experience, and any related custody solutions offered by the exchange.

The Adviser does not receive “soft dollars” in connection with its use of broker-dealers.

Aggregation of Trades

The Adviser may aggregate (or bunch) the orders of more than one Fund for the purchase or sale of the same publicly traded security or Digital Asset. The Adviser often employs this practice because larger transactions may enable them to obtain better overall prices, including lower commission costs or mark-ups or mark-downs. The Adviser may combine orders on behalf of Funds with orders for other Funds for which it has trading authority, or in which it has an economic interest. In such cases, the Adviser generally aggregates trade orders for publicly traded securities

and including Digital Assets, so that each participating Fund will receive the average price for each execution of a transaction.

If an order for more than one Fund for a publicly traded security cannot be fully executed, allocation shall be made based upon the Adviser's procedures for allocation of investment opportunities, as described in Item 11 above.

Item 13. Review of Accounts

Oversight and Monitoring

The Adviser closely monitors the Funds' investments. The portfolios are reviewed by the Adviser's investment professionals on a periodic basis.

Reporting

Investors in the Funds typically receive, among other things, a copy of audited financial statements of the relevant Fund within 90 days after the fiscal year end of such Fund, as well as quarterly performance reports within 45 days after each fiscal quarter end. The Adviser and the applicable General Partner, if any, will from time to time, in their sole discretion, provide additional information relating to such Fund to one or more investors in such Fund as they deem appropriate.

Item 14. Client Referrals and Other Compensation

For details regarding economic benefits provided to the Adviser by non-clients, including a description of related material conflicts of interest and how they are addressed, please see Item 11 above.

While not a client solicitation arrangement, the Adviser reserves the right to engage one or more persons to act as a placement agent for a Fund in connection with the offer and sale of interests to certain potential investors. Such persons generally will receive a fee in an amount equal to a percentage of the capital commitments for interests made by such potential investors to the Fund that are subsequently accepted. A Fund may, subject to any limitations set forth in its Organizational Documents, reimburse such fees. Advisory Fees received by the Adviser are generally reduced by the amount of such fees paid by a Fund. As some Funds do not pay Advisory Fees, any such reduction will not benefit such Funds.

Item 15. Custody

The Adviser is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other requirements, mandates that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires

that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

Item 16. Investment Discretion

Investment advice is provided directly to the Funds, subject to the direction and control of the General Partner of each Fund, and not individually to the investors in the Funds. Services are provided to the Funds in accordance with the Advisory Agreements with the Funds and/or Organizational Documents of the applicable Fund. Investment restrictions for the Funds, if any, are generally established in the Organizational Documents of the applicable Fund.

Item 17. Voting Client Securities

The Adviser maintains written policies and procedures setting forth the principles and procedures by which the Adviser votes or gives consent with respect to securities owned by the Funds (“Votes”). The Adviser or General Partner of each Fund votes all Votes in the best interests of each Fund by maximizing the economic value of the relevant Fund’s holdings, taking into account the relevant Fund’s investment horizon, the contractual obligations under the relevant Advisory Agreements or comparable documents, and all other relevant facts and circumstances at the time of the vote. The Adviser or General Partner does not permit voting decisions to be influenced in any manner that is contrary to, or dilutive of, this guiding principle.

It is the Adviser’s general policy to vote or give consent on all matters presented to security holders in any Vote. However, the Adviser reserves the right to abstain on any particular Vote or otherwise withhold its vote or consent on any matter if, in the judgment of the Adviser’s CCO or the relevant Adviser investment professional, the costs associated with voting such Vote outweigh the benefits to the relevant Funds or if the circumstances make such an abstention or withholding otherwise advisable and in the best interests of the relevant Funds. If an investment professional is making the voting decision, the investment professional will inform the CCO of any such voting decision, and if the CCO does not object to such decision as a result of his or her conflict of interest review, the Vote will be voted in such manner. In the event of a conflict of interest with respect to a Vote, the Adviser’s voting policies and procedures provide that the CCO may address the conflict using several alternatives, including by consulting with the Adviser’s Managing Member or a Fund’s General Partner.

Copies of relevant proxy logs, identifying how proxies were voted in connection with a Fund and copies of proxy voting policies are available to any client or prospective client upon written request to: AH Capital Management, L.L.C., 2865 Sand Hill Road, Menlo Park, CA 94025.

Item 18. Financial Information

Item 18 is not applicable to the Adviser.