

**INVESTMENT ADVISER BROCHURE**

**ADAMS STREET PARTNERS, LLC**

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**March 30, 2020**

**This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Adams Street Partners, LLC (“Adams Street”). If you have any questions about the contents of this Brochure, please contact us at (312) 553-7890 and/or [info@adamsstreetpartners.com](mailto:info@adamsstreetpartners.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 authority.**

Adams Street is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). However, such registration does not imply a certain level of skill or training.

Additional information regarding Adams Street is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **MATERIAL CHANGES**

Adams Street filed its most recent prior Form ADV Part 2 on July 10, 2019. This amendment adds the following funds to Adams Street's list of clients:

- Adams Street 2020 Global Fund LP
- Adams Street 2020 US Fund LP
- Adams Street 2020 Non-US Fund LP
- Adams Street 2020 Direct Growth Equity Fund LP
- Adams Street Leaders Fund 2020 LP
- Adams Street - PE Co-Inv (SI) Fund LP
- Adams Street Private Income Fund LP
- Adams Street US SMB Fund II LP
- Adams Street Venture Innovation Fund III LP

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## ADVISORY BUSINESS

Adams Street, a Delaware limited liability company and a registered investment adviser that has affiliated general partners and investment advisers, provides investment advisory services to its clients, which consist of private investment funds, including the funds described herein (collectively, the “**Funds**,” each individually, a “**Fund**,” and together with any future private investment fund, “**Private Investment Funds**”), and separately managed accounts (collectively, the “**Separate Accounts**,” and each individually, a “**Separate Account**”).

Adams Street is a private markets investment firm that provides primary and secondary partnership, co-investment, direct venture capital and growth equity and private credit investment management capabilities to institutional investors. Together with its predecessor organizations, Adams Street has been managing direct venture capital and growth equity investments since 1972 and private equity partnerships since 1979. Adams Street is recognized for its continuous commitment to, and deep understanding of, the private equity industry. Adams Street traces its roots to First National Bank of Chicago (“**First Chicago**”) in 1972. In 1989, Brinson Partners, Inc. was organized and acquired the institutional asset management business from First Chicago. In 1995, Brinson Partners, Inc. and Swiss Bank Corporation (“**SBC**”) combined their international institutional investment management organizations into a single investment management business. Union Bank of Switzerland and SBC subsequently merged in June 1998 to form UBS AG. Adams Street was formed on January 1, 2001 and was comprised of the members of Brinson Partners’ Private Equity Group. Today, Adams Street is an independent, 100% employee-owned organization with over 200 employees and offices in Beijing, Boston, Chicago, London, Menlo Park, Munich, New York, Seoul, Singapore and Tokyo. Adams Street provides investment advisory services to Funds that were previously advised by Brinson Partners’ Private Equity Group.

Adams Street Associates, L.P., a Delaware limited partnership, owns 75% or more of Adams Street. Adams Street Associates, LLC, a Delaware limited liability company, is the general partner of Adams Street Associates, L.P.

From time to time, where such investments consist of portfolio companies, the senior principals or other personnel of Adams Street or its affiliates may serve on such portfolio companies’ respective boards of directors or otherwise act to influence control over management of portfolio companies held by the relevant Direct Fund (as defined below).

Adams Street provides investment advisory services to two types of Private Investment Funds: (1) Funds that invest in a variety of private investment funds typically organized as partnerships, and (2) Funds that invest directly in portfolio companies. Although investments directly into portfolio companies are made predominantly with respect to non-public companies, investments in public companies are permitted. As described below, in some cases Adams Street or an affiliate of Adams Street is the general partner of a Fund (in which case, each such entity is subject to the Advisers Act pursuant to Adams Street’s registration in accordance with SEC guidance applicable to related entities that operate as a single advisory business), and in other cases Adams Street provides investment advisory services to a Fund pursuant to an agreement with the Fund’s general partner, which is not an affiliate of Adams Street. Such services are generally not

tailored to the needs of individual investors. Investors in Private Investment Funds participate in the overall investment program for the applicable fund and are generally not permitted to impose restrictions on investing in certain securities or types of securities, but may be excused from a particular investment due to legal, regulatory or other applicable constraints.

Adams Street's advisory services for Private Investment Funds are detailed in and provided in accordance with the applicable private placement memoranda or other offering documents, investment management agreements (where applicable) and limited partnership agreements or other operating agreements (each, a "**Partnership Agreement**" and, as applicable, together with any relevant private placement memoranda or other offering documents or investment management agreements, the "**Governing Documents**") and are further described below under "Methods of Analysis, Investment Strategies and Risk of Loss."

#### *Adams Street Partners Fund Program*

Adams Street is the direct or indirect general partner of each of the following Funds (each, an "**ASP Partnership Fund**," and collectively, the "**ASP Partnership Funds**"), which invest primarily in primary interests in other private equity investment partnerships; secondary investments, which are generally investments through a secondary purchase in a private market fund or asset or its substantive equivalent ("**Secondary Investments**"); Co-Investments (as defined below); and Private Credit Investments (as defined below):

- Adams Street Partnership Fund - 2002 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2002 Non-U.S. Fund, L.P.
- Adams Street Partnership Fund - 2003 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2003 Non-U.S. Fund, L.P.
- Adams Street Partnership Fund - 2004 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2004 Non-U.S. Fund, L.P.
- Adams Street Partnership Fund - 2005 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2005 Non-U.S. Fund, L.P.
- Adams Street Partnership Fund - 2006 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2006 Non-U.S. Fund, L.P.
- Adams Street Partnership Fund - 2007 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2007 Non-U.S. Fund, L.P.
- Adams Street Partnership Fund - 2008 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2008 Non-U.S. Fund, L.P.
- Adams Street Partnership Fund - 2009 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2009 Non-U.S. Developed Markets Fund, L.P.
- Adams Street Partnership Fund - 2009 Non-U.S. Emerging Markets Fund, L.P.
- Adams Street Partnership Fund - 2010 U.S. Fund, L.P.
- Adams Street Partnership Fund - 2010 Non-U.S. Developed Markets Fund, L.P.
- Adams Street Partnership Fund - 2010 Non-U.S. Emerging Markets Fund, L.P.
- Adams Street 2011 US Fund LP
- Adams Street 2011 Non-US Developed Markets Fund LP
- Adams Street 2011 Emerging Markets Fund LP

- Adams Street 2012 Global Fund LP
- Adams Street 2012 US Fund LP
- Adams Street 2012 Developed Markets Fund LP
- Adams Street 2012 Emerging Markets Fund LP
- Adams Street 2013 Global Fund LP
- Adams Street 2013 US Fund LP
- Adams Street 2013 Developed Markets Fund LP
- Adams Street 2013 Emerging Markets Fund LP
- Adams Street 2014 Global Fund LP
- Adams Street 2014 US Fund LP
- Adams Street 2014 Developed Markets Fund LP
- Adams Street 2014 Emerging Markets Fund LP
- Adams Street 2015 Global Fund LP
- Adams Street 2015 Global Fund (EU Investors) LP
- Adams Street 2015 US Fund LP
- Adams Street 2015 Non-US Fund LP
- Adams Street 2016 Global Fund LP
- Adams Street 2016 Global Fund (EU Investors) LP
- Adams Street 2016 US Fund LP
- Adams Street 2016 Non-US Fund LP
- Adams Street 2017 Global Fund LP
- Adams Street 2017 Global Fund (EU Investors) LP
- Adams Street 2017 US Fund LP
- Adams Street 2017 Non-US Fund LP
- Adams Street 2018 Global Fund LP
- Adams Street 2018 Global Fund (EU Investors) LP
- Adams Street 2018 US Fund LP
- Adams Street 2018 Non-US Fund LP
- Adams Street 2019 Global Fund LP
- Adams Street 2019 US Fund LP
- Adams Street 2019 Non-US Fund LP
- Adams Street 2020 Global Fund LP
- Adams Street 2020 US Fund LP
- Adams Street 2020 Non-US Fund LP

Adams Street has the authority to make all investment decisions for the ASP Partnership Funds.

Adams Street is the investment manager of the following Funds, each of which invests directly in portfolio companies and has Adams Street as its indirect general partner (the “**ASP Direct Funds**”):

- Adams Street 2006 Direct Fund, L.P.
- Adams Street 2007 Direct Fund, L.P.

- Adams Street 2008 Direct Fund, L.P.
- Adams Street 2009 Direct Fund, L.P.
- Adams Street 2010 Direct Fund, L.P.
- Adams Street 2011 Direct Fund LP
- Adams Street 2012 Direct Fund LP
- Adams Street 2013 Direct Fund LP
- Adams Street 2014 Direct Fund LP
- Adams Street 2015 Direct Venture/Growth Fund LP
- Adams Street 2016 Direct Venture/Growth Fund LP
- Adams Street 2017 Direct Venture/Growth Fund LP
- Adams Street 2018 Direct Venture/Growth Fund LP
- Adams Street 2019 Direct Growth Equity Fund LP
- Adams Street 2020 Direct Growth Equity Fund LP

Adams Street provides investment advisory services to the ASP Direct Funds (together with the ASP Partnership Funds, the “**ASP Program Funds**”) pursuant to a management agreement.

In addition to the above-listed ASP Program Funds, Adams Street has formed a Luxembourg reserved alternative investment fund (the “**RAIF**”), which is an umbrella fund the initial compartment of which will facilitate investments by non-U.S. investors (primarily residents of the European Economic Area) in Adams Street 2020 US Fund LP, Adams Street 2020 Non-US Fund LP and Adams Street 2020 Direct Growth Equity Fund LP. The general partner of the RAIF is ASP LUX FUND Management, a Luxembourg private limited liability company that is owned and operated by Adams Street Partners (the “**LUX GP**”). The LUX GP has appointed Carne Global Fund Managers (Luxembourg) S.A. to act as the RAIF’s external alternative investment fund manager with the permission to carry on the activity of managing an alternative investment fund in accordance with Directive 2011/61/EU on alternative investment fund managers (such manager, the “**AIFM**”). The AIFM is permitted to delegate the day-to-day portfolio management responsibilities with respect to a compartment of the RAIF. In the case of the initial compartment, such delegation is not necessary as it invests solely in the 2020 ASP Program Funds indicated above in pre-established percentages.

#### *Adams Street Special Mandate Funds*

In addition to the ASP Program Funds, Adams Street is the direct or indirect general partner of several funds that have special investment mandates.

Adams Street is the general partner of the following Funds, which primarily invest in corporate finance primary partnership interests (e.g., U.S. and non-U.S. growth equity, buyout, mezzanine/subordinated debt, restructuring/distressed debt and/or special situations partnerships) (collectively, the “**GOP Funds**”):

- Adams Street 2006 Global Opportunities Portfolio, L.P.
- Adams Street 2007 Global Opportunities Portfolio, L.P.
- Adams Street 2008 Global Opportunities Portfolio, L.P.

Adams Street has the authority to make all investment decisions on behalf of the GOP Funds.

Adams Street is also the general partner of Adams Street Venture Innovation Fund LP (“**Venture Innovation**”). Adams Street manages the general partner of Adams Street US SMB Fund LP (“**US SMB**”), Adams Street US SMB Fund II LP (“**US SMB II**”), Adams Street Venture Innovation Fund II LP (“**Venture Innovation II**”) and Adams Street Venture Innovation Fund III LP (“**Venture Innovation III**”). US SMB and US SMB II primarily invest in North American private equity funds and portfolio companies to create a portfolio of U.S. buyout and growth equity subclasses of private equity and alternative investments. Venture Innovation, Venture Innovation II and Venture Innovation III invest in partnership interests focused in the U.S. and non-U.S. technology sector. Adams Street has the authority to make all investment decisions on behalf of US SMB, US SMB II, Venture Innovation, Venture Innovation II and Venture Innovation III.

Adams Street provides investment advice to the following Funds, which primarily invest in Secondary Investments (the “**Secondary Funds**”):

- Venture Partnership Acquisition Fund<sup>1</sup>
- Venture Partnership Acquisition Fund II, L.P.<sup>2</sup>
- Adams Street Global Opportunities Secondary Fund, L.P.
- Adams Street Global Opportunities Secondary Fund II, L.P. (together with Adams Street Global Opportunities Secondary Fund, L.P., the “**ASGOS Funds**”)
- Adams Street Global Secondary Fund 5 LP (“**Secondary 5**”)
- Adams Street Global Secondary Fund 6 LP (“**Secondary 6**”)

Adams Street Partners is the direct or indirect general partner of the ASGOS Funds, Secondary 5 and Secondary 6. Adams Street has the authority to make all investment decisions on behalf of the Secondary Funds.

Adams Street is the investment manager of the following Funds, each of which participates in buyout and growth equity stage investments and has Adams Street as its direct or indirect general partner:

- Adams Street Direct Co-Investment Fund, L.P. (“**Co-Investment I**”)
- Adams Street Co-Investment Fund II, L.P. (“**Co-Investment II**,” and together with Adams Street Direct Co-Investment Fund, L.P., “**Co-Investment I and II Funds**”)
- Adams Street Co-Investment Fund III A LP

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<sup>1</sup> Venture Partnership Acquisition Fund invested in Secondary Investments between 1988 and 1990 and is now liquidated. Adams Street Partners was sub-adviser to this Fund pursuant to an investment sub-advisory agreement with UBS Global Asset Management (Americas) Inc. (“**UBSGAM**”), the Fund’s investment manager.

<sup>2</sup> Venture Partnership Acquisition Fund II, L.P. invested in Secondary Investments between 1990 and 1996 and is now liquidated. Adams Street Partners was sub-adviser to this Fund pursuant to an investment sub-advisory agreement with UBSGAM, the Fund’s investment manager.



- Adams Street Co-Investment Fund III C LP (together with Adams Street Co-Investment Fund III A LP, “**Co-Investment III Funds**”)
- Adams Street Co-Investment Fund IV A LP
- Adams Street Co-Investment Fund IV B LP (together with Adams Street Co-Investment Fund IV A LP, “**Co-Investment IV Funds**”)
- Adams Street Co-Investment Select Fund A LP
- Adams Street Co-Investment Select Fund B LP (together with Adams Street Co-Investment Select Fund A LP, “**Co-Investment Select Funds**”)

Co-Investment I and II Funds and Co-Investment III Funds make investments in buyouts and growth equity stage companies that are sponsored by, or made through a pooled vehicle managed by, a private equity fund affiliated or unaffiliated with Adams Street (“**Co-Investments**”). Co-Investment IV Funds and Co-Investment Select Funds (together with Co-Investment I and II Funds and Co-Investment III Funds, “**Co-Investment Funds**”) invest primarily in Co-Investments. Adams Street provides investment advisory services to Co-Investment I and II Funds, Co-Investment IV Funds and Co-Investment Select Funds pursuant to a management agreement. Adams Street is the general partner of Co-Investment III Funds.

Adams Street manages the general partner of Adams Street Leaders Fund 2020 LP (“**Leaders Fund**”). Leaders Fund primarily invests in venture co-investments, which are private markets funds and sponsored transactions that are each intended to invest in an identified venture or growth equity portfolio company. Adams Street has the authority to make all investment decisions on behalf of Leaders Fund.

Adams Street is the general partner of the following Funds, which primarily invested directly in portfolio companies:

- BVCF IV, L.P. (“**BVCF IV**”)
- Adams Street V, L.P. (“**AS V**”)

The investment manager of BVCF IV is UBSGAM (as defined in footnote 1); Adams Street is sub-adviser to BVCF IV pursuant to an investment sub-advisory agreement with UBSGAM.

Adams Street is the investment manager of the following Funds, each of which invests directly in portfolio companies and has Adams Street as its indirect general partner:

- Adams Street Venture/Growth Fund VI LP (“**VG VI**”)
- Adams Street Growth Equity Fund VII LP (“**GE VII**”)

Adams Street has the authority to make all investment decisions for BVCF IV, AS V, VG VI and GE VII (collectively, the “**Other Direct Funds**”).

The following Funds, which invest primarily in private equity sponsored credit investments which, depending on the relevant Fund’s strategy, may include investments in senior and/or subordinated debt which is secured and/or unsecured (such investments, “**Private Credit Investments**”), are managed by an affiliate of Adams Street:

- Adams Street Private Credit Fund-A LP
- Adams Street Private Credit Fund-B LP (together with Adams Street Private Credit Fund-A LP, the “**Private Credit I Funds**”)
- Adams Street Private Income Fund LP (the “**Private Income Fund**”; together with the Private Credit I Funds, the “**Private Credit Funds**”); and the Private Credit Funds together with the ASP Direct Funds, the Co-Investment Funds and the Other Direct Funds, the “**Direct Funds**”)

The Private Credit I Funds’ general partner is Adams Street Private Credit Fund GP LP (“**Private Credit I GP**”), which has Adams Street as its indirect general partner. Private Credit I GP makes all investment decisions for the Private Credit I Funds, and an affiliated manager provides portfolio management and administrative services to the Private Credit I Funds. The Private Income Fund’s general partner is ASP PIF GP Management LP (“**Private Income GP**”), which has Adams Street as its indirect general partner. Private Income GP makes all investment decisions for the Private Income Fund, and an affiliated manager provides portfolio management and administrative services to the Private Income Fund.

#### Sub-Advised Funds

Adams Street is sub-adviser to a number of other Funds of which UBSGAM is the general partner, investment adviser or trustee, including the Funds described below. The following funds invest primarily in primary interests in other private equity partnerships and Secondary Investments (each, a “**Brinson Partnership Fund**,” collectively, the “**Brinson Partnership Funds**,” and together with the ASP Partnership Funds, the GOP Funds, Venture Innovation, Venture Innovation II, Venture Innovation III, US SMB, US SMB II, and the Secondary Funds, the “**Partnership Funds**”):

- Brinson Partnership Fund - 1999 Primary Fund, L.P.
- Brinson Partnership Fund - 2000 Primary Fund, L.P.
- The Brinson Non-U.S. Partnership Fund - 2000 Primary Fund, L.P.
- Brinson Partnership Fund - 2001 Primary Fund, L.P.
- The Brinson Non-U.S. Partnership Fund - 2001 Primary Fund, L.P.
- Brinson Partnership Fund - 2002 Primary Fund, L.P.
- Brinson Partnership Fund - 2002 Secondary Fund, L.P.
- The Brinson Non-U.S. Partnership Fund - 2002 Primary Fund, L.P.
- Brinson Partnership Fund - 2003 Primary Fund, L.P.
- Brinson Partnership Fund - 2003 Secondary Fund, L.P.
- The Brinson Non-U.S. Partnership Fund - 2003 Primary Fund, L.P.
- The Brinson Non-U.S. Partnership Fund - 2003 Secondary Fund, L.P.
- Brinson Partnership Fund - 2004 Primary Fund, L.P.
- Brinson Partnership Fund - 2004 Secondary Fund, L.P.
- The Brinson Non-U.S. Partnership Fund - 2004 Primary Fund, L.P.
- The Brinson Non-U.S. Partnership Fund - 2004 Secondary Fund, L.P.

Adams Street is sub-adviser to the Brinson Partnership Funds pursuant to an investment sub-advisory agreement with UBSGAM. Adams Street has the authority to make all investment decisions for the Brinson Partnership Funds.

#### Custom Mandate Funds

In addition to the ASP Program Funds and the special mandate funds described above, Adams Street is the direct or indirect general partner of certain funds that are marketed to various end investors through an intermediary, where such intermediary forms a commingled investment vehicle that is the sole investor in the Adams Street fund.

Adams Street PE Co-Inv (SI) Fund LP (“**Co-Invest SI Fund**”) makes investments in buyouts and growth equity stage companies that are sponsored by, or made through a pooled vehicle managed by, a private equity fund affiliated or unaffiliated with Adams Street. Adams Street provides investment advisory services to Co-Invest SI Fund pursuant to a management agreement.

#### Separate Accounts

As noted above, Adams Street also provides investment advisory services to Separate Accounts. Adams Street typically exercises investment discretion with respect to Separate Accounts and advises Separate Accounts on investments in private investment funds. In certain cases, Adams Street may make available alternative structures, including limited partnerships or limited liability companies, to address client investment mandates.

#### Monitoring Engagements

In certain cases, Adams Street has been engaged to provide investment advisory services to Separate Accounts and Funds that are already invested in a number of private investment funds and other investments. In such engagements, Adams Street generally monitors the existing investments and provides investment advice (in most cases, on a discretionary basis) regarding any follow-on commitments or dispositions of existing investments. Such advisory arrangements are referred to collectively herein as “**Monitoring Engagements**.”

Additionally, from time to time and as permitted by the relevant Governing Documents, Adams Street expects to provide (or agree to provide) co-investment opportunities to certain investors or other persons, including other sponsors, market participants, finders, and/or consultants or other service providers alongside a particular Fund’s transactions. Such co-investments typically involve investment and disposal of interests in the applicable investment at the same time and on the same terms as the Fund making the investment.

As of September 30, 2019, Adams Street managed \$28.0 billion in client assets on a discretionary basis and \$1.3 billion in client assets on a non-discretionary basis.

### **FEES AND COMPENSATION**

Adams Street charges management fees to Fund investors, Separate Accounts, and Monitoring Engagement clients. In some cases (e.g., Secondary Investments, Co-Investments,

Private Credit Investments, Direct Funds, Venture Innovation II, Venture Innovation III, US SMB, US SMB II, Leaders Fund and Co-Invest SI Fund), Adams Street also receives performance-based compensation. Such compensation is designed to comply with Rule 205-3 under the Advisers Act, and, where applicable, relevant provisions of the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”). Carried interest on Secondary Investments, Co-Investments, Private Credit Investments, Direct Funds, Venture Innovation II, Venture Innovation III, US SMB, US SMB II, Leaders Fund and Co-Invest SI investments allocated to Adams Street and to individual employees of Adams Street may create an incentive on the part of Adams Street and such employees to make investments that are more speculative than would be the case in the absence of performance-based compensation. Adams Street employee investment vehicles are not subject to carried interest and in most cases do not pay management fees.

Adams Street or its affiliates may receive additional compensation in connection with management and other services performed for portfolio companies of Private Investment Funds, and such additional compensation will generally be credited to the applicable Private Investment Fund or will offset in whole or in part the management fees otherwise payable to Adams Street, as more fully described in the relevant Governing Documents. Fund Investors also bear certain fund expenses.

In certain cases, fees and minimum investment amounts for Fund investments or establishment of a Separate Account may be negotiated between the investor and Adams Street; negotiated fees and minimum investment amounts may differ from those described herein, and Adams Street has the ability to waive management fees. Where a Fund investor invests through multiple accounts or a client establishes multiple Separate Accounts, Adams Street generally groups such investing accounts or Separate Accounts together for purposes of billing fees and may offer fee discounts in such cases. The Private Investment Funds invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the Governing Documents, over the term of the relevant Private Investment Fund, as applicable, and investors generally are not permitted to withdraw or redeem interests in a Private Investment Fund, except as otherwise described in the relevant Governing Documents. Fees charged to a Fund investor or to a Separate Account also may differ from the fees described herein due to changes in the fee schedule since the time such Fund investor invested in a particular Fund or since such Separate Account was established.

The fees that Adams Street charges for Fund investments and Separate Accounts are described below:

#### *ASP Partnership Funds*

Each ASP Partnership Fund pays an annual management fee to Adams Street quarterly in arrears in an amount equal to the aggregate fees assessed against all investors in that Fund (other than Adams Street and its affiliates) during the year for which the fee is being calculated. At the time an ASP Partnership Fund pays the management fee to Adams Street, capital accounts of investors in the Fund are assessed a management fee based on the size of the investor’s subscription to the Fund. Each investor that invests in one or more ASP Partnership Funds pays to Adams Street a management fee based upon a percentage of the investor’s aggregate commitments to the applicable ASP Partnership Funds ranging from an annual rate of 0.40% to 1.00% depending upon

the amount of capital committed. Adams Street generally adds credit for an investor's subscriptions to certain other Funds to an investor's current subscription for purposes of determining eligibility for fee break points, which eligibility would reduce the management fees paid by the investor.

With respect to certain, but not all, ASP Partnership Funds, the full annual management fee will not be payable in the first two years, instead scaling up over the first few years. Management fees for each ASP Partnership Fund will be reduced to 90% of the applicable regular fee in year eight of an applicable subscription, 80% in year nine, 70% in year ten, and further reduced by 10% each subsequent year.

In addition to the management fees described above, each ASP Partnership Fund will pay to Adams Street and/or an affiliate thereof (the “**Carried Interest Partners**”) an aggregate carried interest equal to 10% of all net profits on Secondary Investments and Co-Investments made by the ASP Partnership Fund. The Carried Interest Partners will be entitled to receive a distribution of such carried interest with respect to each ASP Partnership Fund only after each limited partner of such fund has received aggregate distributions equal to that portion of its subscription to such ASP Partnership Fund that was invested in Secondary Investments and Co-Investments, as relevant. The Carried Interest Partners are not, however, entitled to receive any carried interest with respect to the interest in an ASP Partnership Fund of any partner that is an affiliate of Adams Street. If upon termination of an ASP Partnership Fund the partners of such Fund have not received aggregate distributions equal to their total capital contributions to such ASP Partnership Fund, the Carried Interest Partners will be subject to a return obligation.

#### ASP Direct Funds

Each ASP Direct Fund pays to Adams Street or an affiliate of Adams Street an annual management fee quarterly in arrears equal to 2.00% of the aggregate committed capital of investors in such ASP Direct Fund (other than capital commitments of Adams Street and its affiliates). At the time an ASP Direct Fund pays a management fee to Adams Street or an affiliate thereof, capital accounts of investors in the ASP Direct Fund are charged a management fee based on their committed capital to the ASP Direct Fund. Management fees for each ASP Direct Fund will be reduced to 90% of the applicable regular fee in year seven of an applicable subscription, 80% in year eight, 70% in year nine, and further reduced by 10% in each subsequent year.

Each ASP Direct Fund allocates to its general partner a carried interest equal to 20% of all net profits on direct investments by the ASP Direct Fund. The general partner is entitled to receive a distribution of such carried interest with respect to an ASP Direct Fund only after each investor in the ASP Direct Fund has received aggregate distributions equal to such partner's aggregate capital contributions to the ASP Direct Fund. An ASP Direct Fund's general partner is not entitled to receive any carried interest with respect to the interest in the ASP Direct Fund of any investor of which it is an affiliate. If, after an ASP Direct Fund's final liquidating distribution, the ASP Direct Fund's general partner has previously received carried interest distributions in excess of 20% of the ASP Direct Fund's cumulative net profit since its inception, the general partner will be subject to a return obligation.

The management fee payable by an ASP Direct Fund will be reduced by any applicable fees received by an ASP Direct Fund general partner, Adams Street, or their respective affiliates from portfolio companies, as well as by any break-up or other fees from broken deals. Any such fees and/or proceeds received usually will reduce the fee payable by the ASP Direct Fund in the quarter immediately following receipt. In some cases, compensation from portfolio companies may be payable directly to an ASP Direct Fund. Any reimbursement by a portfolio company of out-of-pocket expenses incurred by an ASP Direct Fund general partner, Adams Street, or their respective affiliates will not be offset against the fee payable by the ASP Direct Fund.

### *GOP Funds*

Each GOP Fund pays to Adams Street quarterly in arrears a management fee in an amount equal to the aggregate amount of all management fees assessed to the limited partners of the GOP Fund. At the time the GOP Fund pays the management fee to Adams Street, capital accounts of investors in the GOP Fund are charged a management fee based on the size of the investor's subscription to the Fund. Each GOP Fund investor pays a management fee to Adams Street based on a percentage of the investor's aggregate commitments to the GOP Fund ranging from an annual rate of 0.50% to 1.00% depending upon the amount of capital committed. In some cases, fee breaks with respect to the GOP Funds are also available to the extent that an investor has also invested in certain ASP Partnership Funds or certain prior GOP Funds.

Management fees will be reduced to 90% of the applicable regular fee in year six of an applicable subscription, 80% in year seven, 70% in year eight, and further reduced by 10% in each subsequent year.

### *US SMB*

US SMB pays to Adams Street an annual management fee as follows. Each investor (other than Adams Street and its affiliates) will be assessed, quarterly in arrears, a management fee in an amount equal to 1.00% per annum of the investor's first \$25 million of its subscriptions to the Fund, 0.90% per annum of the investor's subscriptions over \$25 million and up to \$50 million, 0.75% per annum of the investor's subscriptions over \$50 million and up to \$100 million, 0.50% per annum of the investor's subscriptions over \$100 million and up to \$150 million, and 0.40% per annum of the investor's subscriptions over \$150 million, resulting in an overall blended annual rate multiplied by the portion of such investor's subscription to the Fund that has been committed to underlying investments.

Beginning on the seventh anniversary of the first day of the quarter in which US SMB makes its first investment, the annual management fee will be reduced by 10% of the management fee charged with respect to the twelve-month period immediately preceding and by 10% each year thereafter.

### *US SMB II*

US SMB II pays to Adams Street an annual management fee as follows. Each investor (other than Adams Street and its affiliates) will be assessed, quarterly in arrears, a management fee in an amount equal to 0.87% per annum of the investor's first \$50 million of its subscriptions to the Fund, 0.80% per annum of the investor's subscriptions over \$50 million and up to \$75 million,

0.73% per annum of the investor's subscriptions over \$75 million and up to \$100 million, and 0.66% per annum of the investor's subscriptions over \$100 million, resulting in an overall blended annual rate multiplied by the portion of such investor's subscription to the Fund that has been committed to underlying investments.

Beginning on the seventh anniversary of the first day of the quarter in which US SMB II makes its first investment, the annual management fee will be reduced by 10% of the management fee charged with respect to the twelve-month period immediately preceding and by 10% each year thereafter.

#### *Venture Innovation*

Venture Innovation pays to Adams Street an annual management fee as follows. Each investor (other than Adams Street and its affiliates) will be assessed, quarterly in arrears, a management fee. For the period commencing on the first day of the quarter in which Venture Innovation makes its initial investment until the third anniversary of such date (the "**Conversion Date**"), the annual management fee assessment of each investor will be equal to 1.10% multiplied by the portion of the investor's subscription to the Fund that has been committed to underlying investments. For each quarter commencing after the Conversion Date and ending prior to the seventh anniversary of the first day of the quarter in which the Fund made its initial investment, the annual management fee assessment of each investor will be equal to 1.10% multiplied by the investor's subscription to the Fund.

Beginning on the seventh anniversary of the first day of the quarter in which Venture Innovation makes its first investment, the management fee will be reduced by 10% of the management fee charged with respect to the twelve month period immediately preceding and by 10% each year thereafter.

#### *Venture Innovation II*

Venture Innovation II pays to Adams Street an annual management fee as follows. Each investor (other than Adams Street and its affiliates) will be assessed, quarterly in arrears, a management fee. The management fee will begin accruing on the first day of the quarter in which Venture Innovation II makes its initial investment (the "**VIF II Fee Commencement Date**"). The annual management fee assessment of each investor will equal (i) 1.11% for investors investing less than \$75 million or (ii) 1.0% for investors investing \$75 million or more, multiplied by such investor's subscription amount multiplied by the applicable fee percentage for the applicable year as follows: 20% from the VIF II Fee Commencement Date until the first anniversary of such date, 40% from the first anniversary until the second anniversary, 60% from the second anniversary until the third anniversary, 80% from the third anniversary until the fourth anniversary, 100% from the fourth anniversary until the eighth anniversary, 90% from the eighth anniversary until the ninth anniversary, 80% from the ninth anniversary until the tenth anniversary, and from the tenth anniversary onward, 70% the first year and continuing to reduce by 10% each year thereafter until the fee percentage equals zero.

Venture Innovation II pays to its general partner (a) a 5% carried interest on cumulative profit distributions (calculated after return of fees and expenses) attributable to Venture Innovation

II's primary investments and (b) a 10% carried interest on cumulative profit distributions (calculated after return of fees and expenses) attributable to Venture Innovation II's secondary investments. Payment of carried interest is subject to a preferred return of 7%, which is applied in accordance with Venture Innovation II's legal documents.

### Venture Innovation III

Venture Innovation III pays to Adams Street an annual management fee as follows. Each investor (other than Adams Street and its affiliates) will be assessed, quarterly in arrears, a management fee. The management fee will begin accruing on the first day of the quarter in which Venture Innovation III makes its initial investment (the "**VIF III Fee Commencement Date**"). The annual management fee assessment of each investor will equal (i) 1.11% for investors investing less than \$75 million or (ii) 1.0% for investors investing \$75 million or more, multiplied by such investor's subscription amount multiplied by the applicable fee percentage for the applicable year as follows: 20% from the VIF III Fee Commencement Date until the first anniversary of such date, 40% from the first anniversary until the second anniversary, 60% from the second anniversary until the third anniversary, 80% from the third anniversary until the fourth anniversary, 100% from the fourth anniversary until the eighth anniversary, 90% from the eighth anniversary until the ninth anniversary, 80% from the ninth anniversary until the tenth anniversary, and from the tenth anniversary onward, 70% the first year and continuing to reduce by 10% each year thereafter until the fee percentage equals zero.

Venture Innovation III pays to its general partner (a) a 5% carried interest on cumulative profit distributions (calculated after return of fees and expenses) attributable to Venture Innovation III's primary investments and (b) a 10% carried interest on cumulative profit distributions (calculated after return of fees and expenses) attributable to Venture Innovation III's secondary investments. Payment of carried interest is subject to a preferred return of 7%, which is applied in accordance with Venture Innovation III's legal documents.

### ASGOS Funds

Each ASGOS Fund pays to Adams Street quarterly in arrears a management fee in an amount equal to 1.00% per annum of the aggregate subscriptions of the partners that have been invested in portfolio partnership interests, including any unfunded commitments thereto. At the time the ASGOS Fund pays the management fee to Adams Street, capital accounts of investors in the ASGOS Fund are charged a management fee in accordance with the terms of their respective subscriptions.

The management fee will be reduced to 90% of the applicable regular fee in year seven of an applicable subscription, 80% in year eight, 70% in year nine, and further reduced by 10% in each subsequent year. In addition, each ASGOS Fund pays to Adams Street or an affiliate thereof a carried interest equal to 10% of the ASGOS Fund's net profits on Secondary Investments made by the ASGOS Fund in private equity partnerships and/or their portfolio companies. Such carried interest will be distributable to Adams Street or an affiliate thereof only after each partner of the ASGOS Fund has received distributions equal to its subscription amount as described more fully in each ASGOS Fund's limited partnership agreement.



### Secondary 5 and Secondary 6

Each of Secondary 5 and Secondary 6 pays an annual management fee to Adams Street quarterly in arrears in an amount equal to the aggregate fees assessed against all investors in that Fund (other than Adams Street and its affiliates) during the year for which the fee is being calculated. At the time each of Secondary 5 and Secondary 6 pays the management fee to Adams Street, capital accounts of investors in Secondary 5 and Secondary 6 respectively are assessed a management fee in each case based on the size of the investor's subscription to Secondary 5 or Secondary 6, as applicable. Each investor pays to Adams Street a management fee based upon a percentage of the investor's commitment to Secondary 5 or Secondary 6, as applicable, ranging from an annual rate of 0.40% to 1.00% depending upon the amount of capital committed. Adams Street generally adds credit for an investor's subscriptions to certain Funds to an investor's subscription to each of Secondary 5 and Secondary 6, as applicable, for purposes of determining eligibility for fee break points, which eligibility would reduce the management fees paid by the investor.

Management fees for each of Secondary 5 and Secondary 6 will be reduced to 90% of the applicable regular fee in year seven of an applicable subscription, 80% in year eight, 70% in year nine, and further reduced by 10% in each subsequent year.

In addition to the management fees described above, each of Secondary 5 and Secondary 6 will pay an aggregate carried interest equal to 10% of cumulative net profits. In the case of Secondary 5, the carried interest is paid to Adams Street and certain designated affiliates thereof. In the case of Secondary 6, the carried interest is paid to the general partner of Secondary 6. With respect to each of Secondary 5 and Secondary 6, payment of carried interest is subject to a preferred return of 7%, which is applied in accordance with the applicable Fund legal documents.

### Co-Investment I and II Funds

Each of Co-Investment I and Co-Investment II pays to Adams Street a quarterly in arrears management fee in an amount equal to 1.00% per annum of the aggregate subscriptions of all limited partners of such fund other than limited partners that are Adams Street employee investment vehicles. Following the end of the investment period (or earlier if a subsequent co-investment fund is formed), the management fee is decreased by 10% each year. In addition, each of Co-Investment I and Co-Investment II pays to its general partner a carried interest equal to 10% of its net profits. Such carried interest will be distributable to the general partner only after each partner of the applicable Fund has received distributions equal to its total contributed capital.

### Co-Investment III Funds

Each Co-Investment III Fund pays to Adams Street a quarterly in arrears management fee in an amount equal to 1.00% per annum of the aggregate subscriptions of all limited partners of such fund other than limited partners that are Adams Street employee investment vehicles. Following the end of the investment period, the management fee is decreased by 10% each year. In addition, each Co-Investment III Fund pays to Adams Street and its designated affiliates a carried interest equal to 10% of the net profits of such fund. Such carried interest will be distributable to Adams Street and its designated affiliates only after each partner of the applicable

Co-Investment III Fund has received distributions equal to such partner's capital contributions that were invested in disposed investments or used to pay the expenses of such Fund that are allocated to disposed investments ("**Disposed Capital and Expenses**") plus a preferred return on Disposed Capital and Expenses at a rate of 7% per annum compounded annually.

#### Co-Investment IV Funds

Each Co-Investment IV Fund pays to Adams Street a quarterly in arrears management fee in an amount equal to 1.00% per annum of the aggregate subscriptions of all limited partners of such fund other than limited partners that are Adams Street employee investment vehicles. Beginning on the fifth anniversary of the first day of the calendar quarter in which Co-Investment IV Funds make their initial investment (or such later date as Adams Street may determine to be the fee commencement date), the management fee is decreased by 10% each year. In addition, each Co-Investment IV Fund pays to the general partner of Co-Investment IV Funds a carried interest equal to 10% of the net profits of such fund. Such carried interest will be distributable to the general partner only after each partner of the applicable Co-Investment IV Fund has received distributions equal to such partner's Disposed Capital and Expenses (as defined above) plus a preferred return on Disposed Capital and Expenses at a rate of 7% per annum compounded annually.

#### Co-Investment Select Funds

Each Co-Investment Select Fund pays to Adams Street a quarterly in arrears management fee in an amount equal to the sum of the quarterly management fee rates of all limited partners of such Fund other than limited partners that are Adams Street employee investment vehicles. The quarterly management fee rate of a Co-Investment Select Fund limited partner is the product of such limited partner's capital percentage (*i.e.*, its subscription amount divided by the aggregate subscriptions of all partners of such Fund) multiplied by 0.25% (1.00% per annum) of such Fund's acquisition cost of portfolio investments held by such Fund as of the last day of such quarter (other than portfolio investments that have been written off as worthless as of such date); provided that, with respect to any primary investment in a private equity fund, a Fund's acquisition cost will be deemed to be the difference between such Fund's aggregate capital contributions with respect to such primary investment less the aggregate amount of distributions received by such Fund with respect to such primary investment. In addition, each Co-Investment Select Fund pays to the general partner of Co-Investment Select Funds a carried interest equal to 10% of the net profits of such Fund. Such carried interest will be distributable to the general partner only after each partner of the applicable Co-Investment Select Fund has received distributions equal to such partner's Disposed Capital and Expenses (as defined above) plus a preferred return on Disposed Capital and Expenses at a rate of 7% per annum compounded annually.

#### Leaders Fund

Leaders Fund pays to Adams Street an annual management fee as follows. Each investor (other than Adams Street and its affiliates) will be assessed, quarterly in arrears, a management fee. The management fee will begin accruing on the first day of the quarter in which Leaders Fund makes its initial investment. The annual management fee assessment of each investor will equal 2.0% multiplied by such investor's share of invested capital.

Leaders Fund pays to its general partner a 20% carried interest on cumulative profit distributions (calculated after return of fees and expenses).

#### Other Direct Funds

Each Other Direct Fund pays to Adams Street an annual management fee equal to 2.00% of the aggregate commitments (in the case of VG VI and GE VII, excluding commitments of Adams Street and its affiliates) to such Other Direct Fund. The management fee is paid quarterly in arrears. The management fees paid by BVCF IV and AS V will be reduced by 10% each year beginning with the earlier of (a) the completion of an initial closing by, in the case of AS V, its general partner or an affiliate of the general partner, and in the case of BVCF IV, its general partner, its special limited partner, or an entity controlled by such special limited partner, of an investment partnership with substantially the same investment criteria as that Other Direct Fund and (b) the seventh year following the date on which the Other Direct Fund provides capital to its first investment that qualifies it as a venture capital operating company. The management fee paid by VG VI and GE VII will be reduced by 10% each year commencing on the sixth anniversary of either (a) the first day of the calendar quarter during which VG VI or GE VII, as applicable, makes its initial investment or (b) such later fee commencement date as Adams Street may determine.

Each Other Direct Fund also pays a carried interest of 20%. In the case of BVCF IV, 19.5% of the carried interest is paid to Adams Street and 0.50% is paid to BVCF IV's special limited partner. In the case of AS V, the 20% carried interest is paid to Adams Street. In the case of VG VI and GE VII, the 20% carried interest is paid to VG VI's general partner and GE VII's general partner, respectively. Carried interest paid by BVCF IV and AS V is distributable to Adams Street and/or the special limited partner, as applicable, only after each partner of BVCF IV or AS V, as applicable, has received distributions equal to its total capital commitments. Carried interest paid by VG VI is distributable to VG VI's general partner only after each investor in VG VI has received distributions in an amount equal to such investor's capital contributions that were invested in disposed investments or used to pay the expenses of VG VI that are allocated to disposed investments. Carried interest paid by GE VII is distributable to GE VII's general partner only after each investor in GE VII has received aggregate distributions in an amount equal to such investor's aggregate capital contributions to GE VII.

#### Private Credit I Funds

Each Private Credit I Fund pays to its manager (an affiliate of Adams Street) an annual management fee quarterly in arrears in an amount equal to the aggregate fees assessed against all investors in that Fund (other than Adams Street and its affiliates) during the year for which the fee is being calculated. Subject to reductions and fee break points as set forth in each Private Credit I Fund's legal documents, the management fee calculated with respect to each limited partner will be an aggregate amount equal to 1.5% per annum of such limited partner's invested capital as of the relevant payment date.

In addition to the management fees described above, each Private Credit I Fund will pay to Private Credit GP a carried interest of 15%. The Private Credit I Funds' payment of carried interest is subject to a preferred return of 7%, which is applied in accordance with the Private Credit I Funds' legal documents.

### Private Income Fund

The Private Income Fund pays to its manager (an affiliate of Adams Street) a quarterly management fee in an amount equal to the aggregate fees assessed against all investors in that Fund (other than Adams Street and its affiliates) during the quarter for which the fee is being calculated. The management fee calculated with respect to each limited partner will be an aggregate amount equal to one-fourth of 1.25% of such limited partner's invested capital as of the relevant payment date.

In addition to the management fees described above, the Private Income Fund will pay to the Private Income GP an annual performance allocation of 10%. The Private Income Fund's payment of the performance allocation is subject to a hurdle of 6% of the high-water mark of each limited partner's capital account, which is calculated separately with respect to each performance period and is applied in accordance with the Private Income Fund's legal documents.

### Custom Mandate Funds

The Co-Invest SI Fund pays to Adams Street a quarterly in arrears management fee in an amount equal to 1.10% per annum of the aggregate subscriptions of all limited partners of such fund other than limited partners that are Adams Street employee investment vehicles. Beginning on the seventh anniversary of the first day of the calendar quarter in which Co-Invest SI Fund makes its initial investment, the management fee is decreased by 10% each year. In addition, the Co-Invest SI Fund pays to the general partner of Co-Invest SI Fund a carried interest equal to 10% of the net profits of such fund. Such carried interest will be distributable to the general partner only after each partner of the Co-Invest SI Fund has received distributions equal to such partner's Disposed Capital and Expenses (as defined above) plus a preferred return on Disposed Capital and Expenses at a rate of 7% per annum compounded annually.

### Separate Accounts

Adams Street typically charges existing Separate Accounts a fee based on the net asset value of the Separate Account quarterly in arrears by invoicing the Separate Account owner. Adams Street may, in the alternative, establish Separate Accounts for which the management fee is based on the fee schedule for the ASP Partnership Funds.

It is anticipated that any future Private Investment Funds will have a similar fee structure with a similar range of fee rates charged.

### Other Fees and Expenses

In addition to the management fee and carried interest payable to Adams Street, the Private Investment Funds bear certain expenses. Subject to the applicable Private Investment Fund's Governing Documents, each Private Investment Fund generally bears all expenses to the extent not paid by portfolio companies, including legal, accounting, investment banking, travel, consulting, research, brokerage, finder's fees, custody, transfer, registration, insurance, advisory board, interest, taxes, extraordinary expense and other similar fees and expenses, but not Adams Street expenses in connection with maintaining and operating its offices (such as compensation of its employees, rent, utilities and general office expenses). The Private Investment Funds may also

bear expenses indirectly to the extent a portfolio company pays expenses, including expenses of Adams Street and/or its affiliates (*e.g.*, in the case of Direct Funds) or other investment managers (*e.g.*, in the case of Partnership Funds). Adams Street and/or its affiliates generally have discretion over whether to charge transaction fees, monitoring fees or other compensation to portfolio companies directly owned by a Fund (*e.g.*, in the case of Direct Funds) and, if so, the rate, timing and/or amount of such compensation. The receipt of such compensation may give rise to conflicts of interest between the Funds, on the one hand, and Adams Street and/or its affiliates on the other hand. As is typical for private equity funds and funds of funds, the Private Investment Funds likely bear additional and greater expenses, directly or indirectly, than certain other pooled investment products, such as mutual funds. Brokerage fees may be incurred in accordance with the practices set forth in “Brokerage Practices.”

### *Other Matters*

As provided in the applicable Governing Documents and subscription agreement, Adams Street may exempt certain investors in Private Investment Funds from payment of all or a portion of management fees and/or carried interest, including Adams Street, its affiliates and any other person designated by Adams Street, such as investors meeting certain qualification requirements based on commitment size or other strategic or relationship factors. Any such exemption from fees and/or carried interest may be made by a direct exemption, a rebate by Adams Street and/or its affiliates, or through other Private Investment Funds that co-invest with the applicable Private Investment Fund.

Affiliates of Adams Street may receive a portion of the management fee, carried interest or other compensation received by Adams Street or its affiliates.

In certain circumstances, one Fund is expected to pay an expense common to multiple Funds (including without limitation legal expenses for a transaction in which all such Funds participate, or other fees or expenses in connection with services the benefit of which are received by other Funds over time), and be reimbursed by the other Funds by their share of such expense, without interest.

### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described under “Fees and Compensation,” Adams Street or its affiliates receive a carried interest allocation on net profits from the Direct Funds, Secondary 5, Secondary 6, Venture Innovation II, Venture Innovation III, US SMB, US SMB II, Leaders Fund, Co-Invest SI Fund, and on the Secondary Investments, Co-Investments and Private Credit Investments of the ASP Partnership Funds. Adams Street also manages Private Investment Funds and Separate Accounts that are not charged a performance-based fee. This practice could present a conflict of interest because Adams Street has an incentive to favor accounts for which it receives a performance-based fee. Adams Street addresses this potential conflict of interest by making allocations of investments among the Private Investment Funds and Separate Accounts in accordance with its allocation policy, which is described herein under “Participation or Interest in Client Transactions.” In addition, whereas investment decisions are made by Adams Street investment professionals, determinations as to how the chosen investments are to be allocated among the eligible Private Investment Funds and Separate Accounts are made in accordance with Adams Street’s investment

allocation policy. All Adams Street employees are required to adhere to Adams Street's Integrity Policy (described more fully herein under "Code of Ethics and Personal Trading"), which provides that Adams Street employees must put first the interests of Adams Street's investors and clients in every situation and must deal fairly and objectively with all clients when providing investment analysis, making investment recommendations and taking investment action.

## **TYPES OF CLIENTS**

Adams Street provides investment advice to Private Investment Funds and Separate Accounts. Private Investment Funds are investment partnerships or other investment entities (*e.g.*, trusts) formed under domestic or foreign laws and operated as investment pools exempt from registration under the U.S. Investment Company Act of 1940, as amended (the "**Investment Company Act**"). The investors participating in Private Investment Funds may include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit sharing plans, trusts, estates, charitable organizations or other corporations or business entities and may include, directly or indirectly, principals or other employees of Adams Street and its affiliates and members of their families or other service providers retained by Adams Street. The investors participating in Separate Accounts include corporate pension funds, government plans, and sovereign wealth funds.

Generally, the minimum Fund investment that Adams Street accepts is \$10 million. Certain Funds may permit lower minimum investments, as set forth in each such Fund's Governing Documents. In addition, in its discretion, Adams Street may from time to time accept a Fund investment in a lesser amount, and Adams Street may increase the minimum investment amount. Prior to investing in a Fund, an investor is typically required to complete a subscription agreement and investor qualification statement containing representations needed to establish the investor's eligibility to invest in the Fund.

In order to establish a Separate Account, an investor must enter into a written investment advisory agreement with Adams Street. Where a Separate Account has certain investment objectives, such as investing in a diversified portfolio of private equity partnerships, the client is typically required to complete a subscription agreement and an investor qualification statement upon which Adams Street can rely in completing documentation for private equity partnership investments on the Separate Account's behalf pursuant to a limited power of attorney. The minimum amount of investment required to establish a Separate Account is considered on a case by case basis taking into account a variety of factors including fee structure, investment restrictions, and duration of commitment.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **General**

#### **Partnership Funds**

Adams Street makes private equity partnership investments with the objective of selecting managers that it believes will have excellent risk-adjusted performance. Adams Street seeks to build a strong portfolio by combining top-down portfolio construction and bottom-up investment selection. Top-down factors relate to the "macro" aspects of a particular investment, such as the

economic and legal environment. Top-down analysis also refers to the desired exposure to the various asset sub-classes. Bottom-up factors relate to the “micro” aspects, such as the specific investment skills of a particular general partner. Investment selection for the Partnership Funds involves the assessment of both historical performance of the general partners or managers of each partnership, as well as extensive due diligence and the exercise of judgment regarding certain issues that could affect the partnership’s future performance.

Adams Street’s investment decision making process for the Partnership Funds typically includes the following components:

- Screening numerous private equity partnership investment opportunities annually, both U.S. and non-U.S., to determine whether an investment falls within the private equity partnership investment guidelines.
- Reviewing offering materials and determining whether there are basic reasons why the partnership is not attractive.
- Due diligence involving financial analysis and reference checks.
- Final due diligence focusing on the organizational stability and dynamics of the group, as well as the incentives in place to maximize investment performance.
- Negotiating partnership terms and conditions.
- Once a decision has been reached to invest in a particular partnership, all investments are submitted to the appropriate investment committee for approval.

#### Direct Funds

In the case of Direct Funds other than the Co-Investment Funds and the Private Credit Funds, Adams Street’s investment objective is to invest in experienced management teams focused on high-growth markets (Direct Funds with such investment objective, the “**Venture/Growth Funds**”). The Venture/Growth Funds primarily make late-stage venture capital and growth equity investments in companies in the technology and life sciences sectors. Target companies have typically received prior financing from early-stage venture firms and are seeking additional capital to fund product development and commercialization, although earlier-stage investments will be pursued when the risk/reward trade-offs are deemed appropriate.

Adams Street’s investment decision making process for the Venture/Growth Funds typically proceeds as follows:

- Adams Street investment professionals make an initial evaluation of each investment opportunity and conduct initial due diligence.
- A two-person deal team is assigned to analyze each investment opportunity that is determined to merit serious consideration. The members of a particular deal team are typically chosen on the basis of industry specialization.
- The deal team conducts due diligence, which often involves completing customer and management reference calls, calls with industry and technical experts, an intellectual property review, competitive and market review, and legal review.

- Final decision-making is conducted in a consensus manner by the entire investment team. Once a decision has been reached to invest in a company, the deal team works to negotiate the transaction.
- Assuming that a deal can be reached, the deal team develops a formal investment memorandum that is submitted to the appropriate investment committee for approval.

The Co-Investment Funds co-invest alongside lead private equity sponsors (“**Sponsors**”) in buyout and growth equity deals and target leveraged buyouts, “take privates,” recapitalizations and developmental capital investments. The Co-Investment Funds generally seek investment opportunities in portfolio companies that have predictable revenues, high EBITDA margins, low capital intensity, and leadership positions in their industry segments. They target a portfolio that is diversified across geography, time, company size and market sector.

The Leaders Fund co-invests alongside lead Sponsors in venture co-investments, which are private markets funds and sponsored transactions that are each intended to invest in an identified venture or growth equity portfolio company. The Leaders Fund generally seeks investment opportunities in portfolio companies with attractive risk/return profiles, backed by strong venture managers and led by strong management teams. It targets a portfolio that is diversified across time, geography exposure, and industry sector exposure.

The Private Credit I Funds seek to invest in the debt of middle market companies backed by strong Sponsors with the intention of creating a portfolio diversified by industry sector, company, tranche in the capital structure, and geography. The Private Income Fund seeks to invest in the debt of middle market companies backed by strong Sponsors with the intention of creating a portfolio diversified by industry sector, company, and geography, with a primary focus on senior secured loans, and is offered on an open-ended basis with periodic liquidity rights.

Given the Private Credit Funds’ objective of investing in a wide variety of industry sectors, the Private Credit Funds’ general partner will carefully consider the lead Sponsor’s technical expertise and experience in the sector.

Diligence of prospective investments for the Co-Investment Funds and the Private Credit Funds is led by the relevant Adams Street investment professionals, in collaboration with the lead Sponsor. This effort incorporates the Sponsor’s due diligence on the prospective portfolio company investment and also includes additional reference calls, financial review, cash flow modeling/sensitivity analysis, meetings with management, site visits, industry diligence, accounting and legal review. Adams Street seeks to identify and invest in established issuers with a long history of profitability, sustainable presence in their respective markets, backed by strong Sponsors and led by experienced management teams. Some of the factors examined when making investment selections include:

- The experience, track record and motivation of the lead Sponsor;
- The prior demonstrated performance of the management team;
- The profile, competitive landscape and prospects of the industry segment;



- Defensibility of company's market position;
- Company specific metrics including margins, revenue growth and free cash flow profile;
- Purchase price paid; and
- Capital structure considerations.

Any recommended investment opportunities are formally approved by the applicable investment committee.

The sources of information that Adams Street uses in its investment decision making process include proprietary research by Adams Street investment professionals.

### Separate Accounts

On behalf of Separate Accounts, Adams Street makes investments that may include primary or secondary investments in private equity funds, which investments may be made alongside eligible Partnership Funds and other eligible Separate Accounts. In addition, from time to time Adams Street may, consistent with the Separate Account's investment mandate, make investments on behalf of a Separate Account in one or more portfolio companies, which investments may be made alongside eligible Direct Funds and other eligible Separate Accounts.

There can be no assurance that the applicable Private Investment Fund or Separate Account will achieve its stated investment objectives and a loss of investment may be possible.

## **Risks of Investment**

Inherent in Adams Street's investment advisory business are a number of risk factors, including risks associated with Adams Street's significant strategy of private markets investing, particularly investing in private equity funds sponsored by unrelated managers who in turn invest in private companies. These risks result in a risk of investment loss for Separate Accounts and Private Investment Funds and their investors. The risks to Adams Street's business include, but are not limited to:

### High Risk Investments

Adams Street's investment performance is a primary factor in the success of Adams Street's business, and poor performance of Adams Street's investments for a sustained period could negatively affect Adams Street's level of assets under management and its revenues tied to investment performance. Sustained poor investment performance could also harm Adams Street's ability to attract new investors. The investment advisory services provided by Adams Street are focused on private markets investments. The private equity and private credit classes of investments, including the private equity fund investments that Adams Street makes on behalf of Partnership Funds and the underlying company investments that the relevant private equity partnerships will make, are illiquid, high-risk and subject to loss, even loss of a part or all of an investor's entire investment. Non-U.S. private equity fund investments may be subject to additional country, currency and illiquidity risks. The portfolio companies of underlying private

equity funds and the Direct Funds may involve significant business and financial risk. Underlying private equity funds and certain Direct Funds make venture capital and growth equity investments in companies that are in an early stage of development, have little or no operating history, are operating at a loss, or need significant additional capital to support their operations. Other underlying private equity funds and certain Direct Funds invest in buyouts, which involve significant financial leverage and are therefore sensitive to declines in revenues and to increases in interest rates and expenses.

#### *Reliance on Underlying Managers*

The returns of Adams Street's Private Investment Funds are primarily dependent upon the performance of unrelated investment managers and management teams. A significant component of Adams Street's investment advisory business is its fund of funds investment program. The Partnership Funds and Separate Accounts depend on managers of the private equity funds in which they invest. The Partnership Funds and Separate Accounts generally are limited partners in underlying private equity funds and therefore do not have the ability to participate in the management and control of these private equity funds or the ability to control the timing of capital calls or distributions received from underlying funds or over investment decisions made by such funds. Similarly, the Direct Funds depend on the management teams of the portfolio companies in which they invest. The Direct Funds are generally minority equity investors (or, in the case of the Private Credit Funds, debt investors) in portfolio companies and, notwithstanding certain board or contractual management rights, will generally not control such companies.

#### *Availability of High-Quality Investment Opportunities*

The Private Investment Funds' ability to earn strong returns for their investors and, in turn, Adams Street's ability to continue to attract investors, is dependent upon the ability of Adams Street to provide access to high-quality private markets investment opportunities. There is no assurance that such opportunities will be available during the investment period of a Partnership Fund or Separate Account, nor that high-quality secondary purchase opportunities will be available at attractive prices. In addition, many of the top-quality private equity partnerships in which Adams Street invests are oversubscribed and there is significant competition for investment allocations. Similarly, the Direct Funds compete for investments in portfolio companies with other private equity, venture capital and investment funds, corporations, financial institutions or wealthy individuals. There can be no assurance that Private Investment Funds will be able to locate and complete attractive investments or that the investments they ultimately make will satisfy all of the Private Investment Funds' investment objectives.

#### *Non-U.S. Market Risks*

Adams Street makes a significant number of private equity fund investments in non-U.S. markets, both developed and emerging. Investments in these markets involve risks different from those in the United States, including economic, social, political, currency, and taxation risks, including potential exchange control regulations and restriction on foreign investment and repatriation of capital. Certain Partnership Funds make investments in underlying private equity funds that invest in countries that are in emerging markets, which involve a broader range of economic, foreign currency, exchange rate, political, legal and financial risks. Many governments

in emerging market countries have exercised and continue to exercise substantial influence over many aspects of the private sector. Other risks may include nationalization, expropriation, confiscatory taxation, negative diplomatic developments and political or social instability. In addition, the laws of some emerging markets governing business organizations, bankruptcy and insolvency may make legal action difficult and unpredictable and provide little, if any, legal protection for investors.

### Operational Risks

Adams Street's ability to conduct its business effectively is subject to a variety of operational risks as it is dependent upon the ability to process Partnership Fund and Direct Fund transactions and investor transactions and to provide reporting and other services to clients and investors. If any of Adams Street's financial controls, investment accounting or investment operations systems, or other data processing systems fail to operate properly or if there are other failures in Adams Street's internal processes, Adams Street could suffer business disruption, financial loss, liability to clients, or regulatory or reputational issues. Systems failures may result from factors that are beyond Adams Street's control notwithstanding the fact that Adams Street takes precautionary measures and has in place a business continuity and disaster recovery plan. In addition, changes in legal, fiscal and regulatory regimes may occur that may have an adverse effect on Adams Street. Adams Street may not be permitted to, or be able to, make adjustments in its structure or investment program in order to adapt to such changes. Changes in economic conditions may occur during the life of Adams Street that may have an adverse effect on its investments, such as rising interest rates. Due to the illiquidity of the investments made by Adams Street, Adams Street will have limited ability to adapt to any such changes in economic environment or mitigate any corresponding losses.

### Illiquidity; Cash Flow Risks

Investments in the Private Investment Funds are highly illiquid, as are the Private Investment Funds' investments in portfolio companies or other private equity funds (as applicable); interests in private equity funds and private companies are not registered under the U.S. Securities Act of 1933, as amended, and may not be transferred unless registered under applicable federal or state securities laws or unless exemptions from such laws are available. Adams Street's ability to fund new investments and pay distributions to its investors is contingent upon generating cash flows, the sufficiency of which is contingent upon, among other things, the performance of Adams Street's existing investments, current economic conditions and conditions in the securities markets, and timely payment by Adams Street's investors of their called capital commitments. Adams Street receives fee income and income derived from its investments (either directly or indirectly through one or more intermediary entities) in various entities sponsored by Adams Street, including the Funds and investment funds established for employees of Adams Street, its affiliates and their subsidiaries. Adams Street anticipates that it will continue to receive fee income and income derived from its investments in entities similar to the Funds and form similar relationships; however, there is no assurance that Adams Street will be able to raise new funds and continue to generate new income.

### Fund Valuations May Fluctuate

The valuations of the Private Investment Funds and the Private Investment Funds' investments are calculated based upon good faith assessment of the fair value of the assets. Therefore, valuations of investments for which market quotations are not readily available, may differ materially from the values that would have resulted if a liquid market for such investments had existed. Even if market quotations are available for any of the Private Investment Funds' investments, such quotations may not reflect the realizable value. The Private Investment Funds may experience fluctuations in results from period to period due to a number of factors, including changes in the values of the Private Investment Funds' investments, changes in the frequency and amount of drawdowns on capital commitments, distributions, dividends or interest paid in respect of investments, the degree to which the Private Investment Funds encounter competition in their businesses, the timing of the recognition of realized and unrealized gains or losses and general economic and market conditions. As an asset class, private equity has exhibited volatility in returns over different periods and it is likely that this will continue to be the case in the future. Such variability may cause results for a particular period not to be indicative of performance in a future period.

### Borrowing

The Private Investment Funds may borrow money, including for purposes of cash management needs of the Private Investment Funds and bridging capital calls from limited partners. Adams Street and/or the applicable general partner, on its own behalf and on behalf of the Private Investment Fund, without the consent of any partner or any person being required, will be permitted to hypothecate, mortgage, charge, assign, transfer, make a collateral assignment or pledge or grant a comparable security interest to a lender or other credit party of any entity in the Private Investment Fund's structure (or any portfolio company or intermediate vehicle) of the assets of such general partner and such entity. In connection with the foregoing, Adams Street and/or the applicable general partner shall have the right to agree (A) to subordinate distributions to investors to payments required in connection with any borrowings, guarantees or credit support obligation and (B) that during the term of any such borrowings, guarantees or credit support obligation, entities in the investment structure will not, to the fullest extent permitted by applicable law, initiate bankruptcy, insolvency, liquidation, reorganization, dissolution proceedings or any analogous proceedings without the consent of any lender to such entity.

Borrowings made by a Private Investment Fund may be secured by its assets and, in the case of borrowings by an entity in which one or more other entities (including entities in the Private Investment Fund's structure and/or one or more other entities managed by Adams Street) invest directly or indirectly, by the assets of an entity in the Private Investment Fund's structure and/or such other entities. In certain circumstances, a lender may demand an increase in the collateral that secures the Private Investment Fund's obligations and if the Private Investment Fund was unable to provide additional collateral, the lender could liquidate assets of such entity and/or, in the case of borrowings by an entity in which one or more other entities invest directly or indirectly, one or more of such other entities to satisfy obligations. Liquidation in that manner could have

extremely adverse consequences. In addition, the amount of each Private Investment Fund's borrowings and the interest rates on those borrowings, which may fluctuate, may have a significant effect on such Private Investment Fund's profitability.

While Adams Street believes that, if successfully implemented, borrowing will enhance performance, there can be no assurance of such result. Moreover, a Private Investment Fund's ability to service its debt depends largely on its financial performance and is subject to prevailing economic conditions and competitive pressures. Specific terms related to borrowing are described in the applicable private offering memoranda.

#### *Impact of Borrowings*

Borrowing will directly impact (positively or negatively) the return of the Private Investment Funds and increase the risks associated with an investment in the Private Investment Funds. Calculations of net and gross IRRs in respect of investment and performance data included and/or referred to in performance materials, and with respect to the Private Investment Fund, as reported to limited partners from time to time, are based on the payment date of capital contributions received from the applicable limited partner or timing of investment inflows and outflows received or made by the investing entity. In instances where a fund utilizes borrowings under a fund's subscription-based credit facility or asset-backed facility (or other facility), use of such facility (or other leverage) may result in a higher reported IRR (on an investment level and/or fund level) than if the facility had not been utilized because such borrowings were used in lieu of capital contributions or in advance of related capital contributions that would only be made at a later date. Use of a subscription-based credit facility (or other long-term leverage) may present conflicts of interest as a result of certain factors and the general partner may make distributions prior to the repayment of outstanding borrowings. As a result, use of such leverage arrangements with respect to investments may provide the general partner with an incentive to fund investments through long-term borrowings in lieu of capital contributions. Moreover, the costs and expenses of any such borrowings will generally be borne as costs and expenses of the Private Investment Fund, which will increase the expenses borne by the applicable limited partners and would be expected to diminish net cash on cash returns.

Subject to the limitations set forth in the applicable Governing Documents, Adams Street and/or its affiliates maintain substantial flexibility in choosing when and how subscription-based credit facilities or other lending facilities are used. Adams Street may adopt from time to time policies or guidelines relating to the use of such credit facilities. Such policies may include using the credit facilities to systematically defer calling capital from investors (such as seeking to call capital only once a year). In addition to using such facilities to defer capital calls, Adams Street may elect to use short or long-term fund-level financing for investments including (a) for investments that have a longer lead time to generate cash flow or to acquire assets, (b) for platform investments that require capital to fund operating expenses prior to developing sufficient scale to self-fund or generate enterprise value, (c) for investments where cash is retained in the business to fund activity that results in incremental returns for the investment, (d) to make margin payments as necessary under currency hedging arrangements, (e) to fund management fees otherwise

payable by investors, (f) for investments with revenues in a foreign currency and (g) when Adams Street otherwise determines that it is in the best interests of the Private Investment Fund.

#### Availability of Borrowing

The availability of credit is dependent on market conditions, which may vary over time. A substantial reduction in credit resulting from market conditions may have a material adverse effect on the Private Investment Fund's ability to achieve its investment objective with respect to any particular portfolio investment and/or the Private Investment Fund's entire portfolio. Conditions that reduce the availability of credit could have a material adverse effect on the Private Investment Fund's overall return objectives. In addition, breach of financing arrangements such as financial covenants could give rise to losses and the Private Investment Fund could be forced to sell portfolio investments at less than market value or cost. If the Private Investment Fund were to default under a credit facility, the lenders under such credit facility could foreclose on the collateral and take possession of those assets pledged by the Private Investment Fund, which may have a material adverse effect on the Private Investment Fund.

#### Material Nonpublic Information; Other Regulatory Restrictions

As a result of the operations of Adams Street and its affiliates, Adams Street frequently comes into possession of confidential or material nonpublic information. Therefore, Adams Street and its affiliates may have access to material, nonpublic information that may be relevant to an investment decision to be made by a Private Investment Fund. Consequently, a Private Investment Fund may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken consistent with applicable securities laws or Adams Street's internal policies.

Economic sanction laws in the United States and other jurisdictions may prohibit Adams Street or the Private Investment Funds from transacting with or in certain countries and with certain individuals and companies. In the event that an investor in a Fund or Separate Account, or a beneficial owner, controller or authorized person of such investor, is or becomes (i) named on any list of sanctioned entities or individuals maintained by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") or pursuant to European Union ("EU") and/or United Kingdom ("UK") Regulations (as the latter are extended to the Cayman Islands by statutory instrument), (ii) operationally based or domiciled in a country or territory in relation to which sanctions imposed by the United Nations, OFAC, the EU and/or the UK apply, or (iii) otherwise subject to sanctions imposed by the United Nations, OFAC, the EU or the UK (collectively, a "**Sanctions Subject**"), Adams Street may be required, immediately and without notice to such investor, to cease any further dealings with such investor and/or its interest in the Fund or Separate Account until the investor ceases to be a Sanctions Subject, or a license is obtained under applicable law to continue such dealings. In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC. These types of sanctions may restrict the Funds' and Separate Accounts' investment activities.

### Cybersecurity Risks

Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject. To the extent that a portfolio company is subject to cyber-attack or other unauthorized access is gained to a 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 portfolio company financial information; (iii) portfolio company software, contact lists or other databases; (iv) portfolio 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, or the relevant Fund, to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at Adams Street or one of its service providers holding its financial or investor data, Adams Street, its affiliates or the Funds may also be at risk of loss.

### Past Performance Not Necessarily Predictive of Future Performance

There is no assurance that the performance of Adams Street or the Private Investment Funds will equal or exceed the past investment performance of Adams Street.

Additional risks relevant to investments in the Funds are described in the applicable private offering memoranda.

### **Conflicts of Interest**

Adams Street manages Partnership Funds, Direct Funds and Separate Accounts, and will continue to form such relationships. As Adams Street invests and manages assets for the Partnership Funds, Direct Funds and Separate Accounts, conflicts of interest will arise between these funds and other Private Investment Funds and Adams Street clients. In addition, it is possible for conflicts of interest to arise among Private Investment Funds, or for Private Investment Funds to compete for investments or for the time and attention of Adams Street principals. Following the commitment period of a Fund, Adams Street principals may and likely will focus their investment activities on other opportunities and areas unrelated to the Fund's investments.

From time to time, Adams Street will be presented with investment opportunities that would be suitable not only for a Fund, but also for other Private Investment Funds and other investment vehicles operated or accounts managed by advisory affiliates of Adams Street. In determining which investment vehicles should participate in such investment opportunities, Adams Street and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. Except as required by the relevant Governing Documents, Adams Street is not obligated to recommend any investment to any particular investment vehicle. In addition, a Fund may invest in portfolio companies in which other Funds invest, either concurrently with such Fund or subsequent or prior to the investment by such Fund. Adams Street attempts to resolve such conflicts of interest in light of its obligations to investors in its Private Investment Funds and Separate Accounts and the obligations owed by Adams Street's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among a

Fund/Separate Account, other Private Investment Funds and such investment vehicles in a fair and equitable manner.

After allocating an investment opportunity to one or more Funds and/or Separate Accounts, Adams Street may determine that the amount of the investment opportunity exceeds the amount that would be appropriate for such Fund(s) and/or Separate Account(s) and may offer any such excess to one or more potential co-investors, including third parties, consistent with applicable Governing Documents, side letters and Adams Street's allocation policy. Decisions regarding whether and to whom to offer co-investment opportunities may be made by Adams Street in consultation with other participants in the relevant transactions, such as a co-sponsor. Co-investment opportunities may, and typically will, be offered to some and not to other Adams Street investors, and the consideration of relevant factors may result in certain investors receiving multiple opportunities to co-invest while others expressing interest in co-investments may receive none.

Adams Street's allocation of investment opportunities among the persons and in the manner discussed herein may not, and often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to others. While Adams Street allocates investment opportunities in a manner that it believes in good faith is fair and equitable to its clients under the circumstances over time and considering relevant factors, there can be no assurance that a Fund's or Separate Account'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 Adams Street may be subject, discussed herein, did not exist.

As a result of contracts with portfolio companies held by certain of its Private Investment Funds (*e.g.*, Direct Funds), Adams Street and/or its affiliates may have the right to appoint portfolio company board members, or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, portfolio company board members may approve compensation and/or other amounts payable to Adams Street and/or its affiliates.

Adams Street and/or its affiliates may also, from time to time, employ personnel with pre-existing ownership interests, or employment or other relationships with, portfolio companies or managers whose funds are owned by the Private Investment Funds or other investment vehicles advised by Adams Street and/or its affiliates; conversely, former personnel or executives of Adams Street and/or its affiliates may serve in significant management roles at portfolio companies or service providers recommended by Adams Street. Similarly, Adams Street, its affiliates and/or personnel maintain relationships with (or may invest in) financial institutions, service providers and other market participants, including managers of private funds, banks and brokers. Certain of these persons or entities will invest (or will be affiliated with an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to, Adams Street and/or its affiliates, and/or the Private Investment Funds or other investment vehicles they advise.

Adams Street, its affiliates, and equityholders, officers, principals and employees of Adams Street and its affiliates may buy or sell securities or other instruments that Adams Street has recommended to a Private Investment Fund. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by a Private Investment Fund. Such



transactions are subject to the policies and procedures set forth in Adams Street's code of ethics. The investment policies, fee arrangements and other circumstances of these investments may vary from those of any Private Investment Fund.

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

Because Adams Street's carried interest is based on a percentage of net profits, it may create an incentive for Adams Street to cause a Private Investment Fund or Separate Account to make riskier or more speculative investments than would otherwise be the case. Also, with the exception of Private Investment Funds operating on an open-ended basis, because there is a fixed investment period after which capital from investors in a Private Investment Fund may only be drawn down in limited circumstances and because management fees are, at certain times during the life of such a Private Investment Fund, based upon capital invested by such Private Investment Fund, this fee structure may create an incentive to deploy capital when Adams Street may not otherwise have done so.

Adams Street may enter into side letter arrangements with certain investors in a Private Investment Fund providing such investors with different or preferential rights or terms, including but not limited to different fee structures, information rights, co-investment rights, and liquidity or transfer rights or otherwise altering or supplementing the terms (including economic or otherwise) of the Governing Documents with respect to such investors.

Any of these situations subjects Adams Street and/or its affiliates to potential conflicts of interest. Adams Street attempts to resolve such conflicts of interest in light of its obligations to investors in its Private Investment Funds and Separate Accounts, and it attempts to allocate investment opportunities among a Private Investment Fund, other Private Investment Funds and Separate Accounts in a fair and equitable manner. To the extent that an investment or relationship raises particular conflicts of interest, Adams Street will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, Adams Street consults and receives consent to conflicts from an advisory board (or its equivalent) consisting of limited partners of the relevant Private Investment Fund, or directly from the limited partners themselves.

#### **DISCIPLINARY INFORMATION**

Adams Street and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

#### **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Adams Street Partners UK LLP is a UK limited liability partnership that is indirectly owned by Adams Street and provides investment advisory services to Adams Street. Adams Street Partners UK LLP is authorized and regulated by the UK Financial Conduct Authority.

Adams Street Partners Singapore Pte. Ltd. is a Singapore private limited company that is wholly owned by Adams Street and provides investment advisory services to Adams Street. Adams Street Partners Singapore Pte. Ltd. is regulated by the Monetary Authority of Singapore.

Adams Street Partners (Beijing) Co., Ltd is a China wholly foreign owned enterprise that is wholly owned by Adams Street and provides investment advisory services to Adams Street.

Adams Street Partners Japan Godo Kaisha is a Japan godo kaisha that is wholly owned by Adams Street and provides advisory services to Adams Street. Adams Street Partners Japan Godo Kaisha is regulated by the Japan Financial Services Agency.

Adams Street (Europe) GmbH is a Germany Gesellschaft mit beschränkter Haftung that is wholly owned by Adams Street and provides advisory services to Adams Street. Adams Street (Europe) GmbH is regulated by Germany's Federal Financial Supervisory Authority, BaFin.

Adams Street Partners, Inc. is a Delaware corporation that is wholly owned by Adams Street and provides investment advisory services to Adams Street.

Adams Street Credit Advisors LP is a Delaware limited partnership that is controlled by Adams Street and is the manager of the Private Credit Funds.

The general partners of the ASP Direct Funds, VG VI, GE VII, Co-Investment I and II Funds, Co-Investment IV Funds, Co-Investment Select Funds, the Private Credit Funds, Venture Innovation II, Venture Innovation III, US SMB, US SMB II, Leaders Fund, Co-Invest SI Fund, certain ASP Partnership Funds, and certain other Funds are subsidiaries of Adams Street; each has Adams Street as its direct or indirect general partner (the “**Fund General Partners**”).

None of Adams Street Partners UK LLP, Adams Street Partners Singapore Pte. Ltd., Adams Street Partners (Beijing) Co., Ltd, Adams Street Partners Japan Godo Kaisha, Adams Street (Europe) GmbH, Adams Street Partners, Inc., Adams Street Credit Advisors LP or any of the Fund General Partners is required to be separately registered with the SEC under the Advisers Act, and each of the foregoing that provides investment advisory services to Adams Street either reports as a relying adviser pursuant to an umbrella registration with Adams Street or is deemed registered with the SEC in reliance upon the SEC guidance expressed in a no-action letter to the American Bar Association dated January 18, 2012.

The Adams Street Trust is a unit investment trust created under the laws of the state of New York and registered with the SEC under the Investment Company Act. Adams Street is the depositor and sponsor of the Adams Street Trust.

#### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

##### *Code of Ethics and Personal Trading*

Adams Street has adopted a code of ethics (the “**Integrity Policy**”) that is intended to meet the requirements of Rule 204A-1 under the Advisers Act and to ensure that Adams Street professionals give precedence to the interests of Adams Street's clients and investors and treat all

clients and Private Investment Fund investors fairly. The Integrity Policy is designed to minimize the potential for conflicts of interest and includes policies and procedures that, among other things, require all Adams Street employees to report their personal securities holdings and transactions and to obtain pre-approval before engaging in certain types of securities transactions (including transactions in “restricted list” securities, securities in an initial public offering, and securities in a limited offering), prohibits certain investments and other transactions that could create a conflict of interest, and prohibits unlawful or otherwise inappropriate use of confidential information. Adams Street employees are required each year to acknowledge their receipt of the Integrity Policy and affirm their understanding of, and agreement to comply with, the Integrity Policy. In addition, Adams Street employees annually receive training regarding their obligations under the Integrity Policy. A copy of Adams Street’s Integrity Policy is available to clients and Fund investors upon request.

Adams Street and its affiliates may from time to time come into possession of material nonpublic or other confidential information about public companies that, if disclosed, might affect an investor’s decision to buy, hold or sell a security. Under applicable law, Adams Street and its affiliates would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of Adams Street. Accordingly, if Adams Street or any of its affiliates comes into possession of material nonpublic or other confidential information with respect to any public and nonpublic company, Adams Street would be prohibited from communicating such information to clients. Adams Street shall have no responsibility or liability for failing to disclose such information to clients as a result of following its policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of Adams Street personnel serving as directors of public companies and may restrict trading on behalf of clients, including Private Investment Funds.

#### *Participation or Interest in Client Transactions*

Adams Street may recommend to Private Investment Funds or Separate Accounts the purchase or sale of securities in which one or more of Adams Street’s officers, directors, partners, employees (and members of their families) or affiliates directly or indirectly have an ownership stake or other interest, or which an affiliate of Adams Street buys or sells for such affiliate’s own account. Adams Street makes any such recommendations in accordance with the applicable Private Investment Fund’s Partnership Agreement and/or agreement governing the Separate Account.

For example, Adams Street recommends to Separate Accounts investments in one or more Private Investment Funds. In addition, Adams Street may recommend to Separate Accounts and Private Investment Funds investments in which Adams Street or an affiliate of Adams Street invests. In addition, principals and employees of Adams Street and its affiliates may directly or indirectly own an interest in Private Investment Funds, including through certain co-investment vehicles. To the extent that co-investment vehicles exist, such vehicles may invest in one or more of the same portfolio companies as the Private Investment Funds, subject to any restrictions set forth in the applicable Partnership Agreements.

Adams Street will determine the allocation of an investment opportunity in a manner that it believes is fair and equitable to its clients consistent with Adams Street's obligations and may take into consideration factors such as the following: the client's investment restrictions and objectives (including those set forth in the relevant client's governing documents, where applicable), available investment opportunities and dollars available for investing by the client, strategy considerations, such as geographical investment mandates, time and subclass diversification, and in the case of Partnership Funds and Separate Accounts, consistency of underlying manager weighting.

Adams Street and its affiliates, principals and employees may carry on investment activities for their own account and for family members, friends or others who do not invest in the Private Investment Funds or Separate Accounts, and may give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for, the Private Investment Funds and Separate Accounts, even though their investment objectives may be the same or similar. The operative documents and investment programs of a Private Investment Fund or Separate Account, along with Adams Street's trade allocation policies and procedures, may restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Private Investment Fund or Separate Account or may give priority with respect to investments to such Private Investment Fund or Separate Account. Some of these restrictions could be waived by investors (or their representatives) in such Private Investment Fund or Separate Account.

#### **BROKERAGE PRACTICES**

The investments made by the Private Investment Funds and Separate Accounts are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. Adams Street invests in the equity securities of private companies, either directly (in the case of Direct Funds other than the Private Credit Funds) or indirectly through private equity funds (in the case of Partnership Funds). From time to time, Funds may receive distributions of such private company securities. In some cases, securities of such private companies may ultimately be registered for sale to the public. Adams Street has discretion to sell on behalf of the Funds any private company or public company securities held by the Funds.

Adams Street may sell private company or public company securities held by the Funds through privately negotiated transactions that may or may not involve the use of brokers or dealers. To facilitate the sale of publicly offered securities that may from time to time be held by Partnership Funds and Separate Accounts, Adams Street retains T. Rowe Price & Associates, Inc. ("**T. Rowe Price**") to provide stock liquidation services. While not all registered investment advisers require their clients to direct brokerage to a broker-dealer of the adviser's choosing, Adams Street believes that its selection of T. Rowe Price to provide stock liquidation services for the Partnership Funds and Separate Accounts is consistent with Adams Street's duty to seek best execution for client transactions with the objective of achieving the best overall qualitative execution under the circumstances even though such arrangements might not always result in transactions being executed at the lowest price possible.

Under Adams Street's arrangement with T. Rowe Price (the "**Liquidation Arrangement**"), T. Rowe Price liquidates securities held by Partnership Funds and Separate Accounts in blocks; where liquidation of a given security held by multiple Partnership Funds and Separate Accounts takes place over a period of time (*e.g.*, one month), each Partnership Fund and Separate Account receives the same liquidation price, which is a blended average of the prices at which T. Rowe Price liquidated blocks of the security.

Pursuant to the Liquidation Arrangement, T. Rowe Price selects brokers and places orders for securities trades on behalf of the Partnership Funds and Separate Accounts. In doing so, T. Rowe Price is expected to comply with its best execution policies and procedures governing the selection of brokers, allocation of trades, and soft dollars.

Adams Street allocates investment purchases and sales on a fair and equitable basis to each Fund and Separate Account in accordance with Adams Street's allocation policy. Factors that may affect allocations among Adams Street managed entities include, but are not limited to, (i) the type of investment; (ii) the applicable investment documents; (iii) the expected risk/return characteristics of the investment; (iv) the availability of relevant investment opportunities (whether by geography, subclass or other characteristics); (v) the applicable Fund's or Separate Account's investable capital; (vi) portfolio construction considerations (such as time diversification and deployment pace, subclass concentration/diversification, overall portfolio concentration/diversification, concentration/diversification of an underlying fund, or concentration/diversification of a manager or general partner, company concentration/diversification, sector concentration/diversification, and geographic considerations); (vii) tax and regulatory considerations; (viii) underlying fund investment minimums; (ix) whether the Fund or Separate Account has an existing interest in the investment and right of first refusal; and (x) *de minimis* investment amount. Adams Street may accept any other investors or separate accounts for participation in investment opportunities, which are suitable for investment by the Funds, on such equitable basis as it may determine.

## **REVIEW OF ACCOUNTS**

Adams Street conducts ongoing review of private equity partnership investments held by the Funds or the Separate Accounts; in playing an active role post-investment, Adams Street receives information that helps it to better manage existing investments, liquidate distributed stock, make new investments, and seek to generate attractive risk-adjusted returns. After an investment decision is made, one member of Adams Street's partnership investment team is responsible for that investment with involvement of another Adams Street investment professional as appropriate. Responsibilities include analyzing the partnership's quarterly reports, attending annual meetings, and, as appropriate, attending advisory board and informal meetings, and making visits to the underlying portfolio companies as warranted. Monitoring also includes gathering portfolio company information, assessing valuations, approving waivers, amendments or extensions of the private equity funds' partnership documents, checking allocations of income and loss; and reviewing the distribution procedures and allocations. At the end of a partnership's life (typically 10 to 12 years), Adams Street monitors for proper accounting and administration of allocations, distributions, and clawbacks. Members of Adams Street's client service team periodically check to confirm that each Private Investment Fund and each Separate Account is maintained in accordance with its stated objectives. In addition to the investment monitoring performed by

members of Adams Street's partnership investment team, Adams Street's investment accounting team reviews the quarterly financial statements of the private equity funds in which Partnership Funds invest. Each quarter, the portfolio information contained in Adams Street's database is updated, including partnership interest valuations, transactions (*i.e.*, capital calls and distributions), and the underlying portfolio company information. For each underlying portfolio company investment, Adams Street tracks its location, business description, industry and sub-industry code and the partnership's cost and value. Adams Street also tracks cumulative liquidations and write-downs of the portfolio company holdings. Adams Street uses its database to calculate the performance of the portfolio.

With respect to the Venture/Growth Funds, Adams Street Partners serves on the board of directors or is an active observer in a majority of its portfolio company investments. Investment professionals on Adams Street's direct investment team often serve on the audit and compensation committees of Venture/Growth Fund portfolio companies and are often involved with the recruitment of new management team members. Adams Street seeks to exit Venture/Growth Fund investments through a successful initial public offering or through a sale. The probability and timing of these exits vary across the portfolio and are highly dependent upon the specific progress made by a given company. While Adams Street investment professionals are always cognizant of opportunities to take advantage of favorable exit environments, their focus is primarily on building successful businesses.

With respect to the Co-Investment Funds, Co-Invest SI Fund, Leaders Fund and the Private Credit Funds, the relevant investment professionals analyze monthly, quarterly and annual financial reports, participate in quarterly update meetings or telephone calls, attend annual, advisory board and informal meetings as appropriate, and make visits to the underlying portfolio companies as warranted. In connection with some investments, a member of the applicable Adams Street investment team may take a board observer role. This level of activity provides Adams Street a breadth of information that enables it to manage existing portfolio investments and make new investment decisions on behalf of the funds.

Adams Street provides annual audited and quarterly unaudited financial statements of the Funds to investors in the Funds. Each year, Fund investors are also provided with information relevant to their annual tax returns. For Separate Accounts, Adams Street provides account statements and transaction flows at least quarterly and annually provides tax information for each private equity fund in which a Separate Account is directly invested.

#### **CLIENT REFERRALS AND OTHER COMPENSATION**

From time to time, Adams Street may enter into solicitation arrangements pursuant to which it compensates third parties, such as consultants and finders, for referrals that result in a potential investor becoming a limited partner in a Private Investment Fund. Adams Street has entered into a Finder Services Agreement with KA Advisers Ltd, a UK finder, for purposes of contacting designated prospective investors; as set forth therein, KA Advisers Ltd receives a one-time fee for an investment by any such investor it introduces to Adams Street. With respect to marketing in Korea, Adams Street has entered into an agreement with Korea Asset Investment Securities Co., Ltd. ("**Korea Asset**") for placement agent and other services; for each Korean investor it introduces to a designated Private Investment Fund, Korea Asset receives a one-time

placement fee and an annual maintenance fee, each based on the amount of such investor's commitment to the applicable Private Investment Fund. With respect to the Private Credit I Funds, Adams Street has entered into a solicitation agreement with Equus Financial Consulting LLC (also conducting business as Crossbay Capital Partners LLC) ("**Crossbay**"); Crossbay receives a fixed payment and, with respect to any investor it introduces to the Private Credit I Funds (or another Private Investment Fund), a placement fee based upon the management fees earned by Adams Street with respect to such investor. With respect to marketing GE VII in certain countries in the Middle East region, Adams Street has entered into a placement agreement with Greenstone Placement Management FZ-LLC ("**Greenstone**"); Greenstone receives a fixed monthly placement management fee, and a one-time placement fee based on the amount of each investor's commitment to GE VII. Greenstone also is entitled to compensation under this placement agreement with respect to certain other investors that it introduces to Adams Street as described therein. With respect to the Private Income Fund, Adams Street has entered into an agreement with ALPS Advisory (HK) Ltd. ("**ALPS**") for purposes of identifying prospective investors, including the prospective investors that provided the seed capital for the initial closing of the Fund. ALPS receives a placement fee based on the management fees earned by Adams Street with respect to each investor in the Private Income Fund; the level of fee received by ALPS with respect to each investor depends upon whether ALPS introduced the investor to Adams Street. With respect to Co-Invest SI Fund, Adams Street has entered into an agreement with Morgan Stanley Smith Barney ("**MSSB**"). MSSB receives an annual servicing fee based on the management fees earned by Adams Street with respect to each investor in the Co-Invest SI Fund. Unless disclosed to the relevant investors, any fees payable to any such placement agents will be borne by Adams Street directly or indirectly through an offset against the management fee.

Adams Street investment professionals may provide various management and financial analysis services to companies in certain Direct Fund portfolios and may receive compensation for these services from the companies to which they are provided. As discussed under "Fees and Compensation," the management fee payable by a Direct Fund will be reduced by any applicable fees received by a Direct Fund general partner, Adams Street, or their respective affiliates from portfolio companies, as well as by any break-up or other fees from broken deals. Any such fees and/or proceeds received usually will reduce the fee payable by the Direct Fund in the quarter immediately following receipt. In some cases, compensation from portfolio companies may be payable directly to a Direct Fund. Any reimbursement by a portfolio company of out-of-pocket expenses incurred by a Direct Fund general partner, Adams Street, or their respective affiliates will not be offset against the fee payable by the Direct Fund.

## **CUSTODY**

The custodial bank of the Partnership Funds, the Co-Investment III Funds, the Co-Investment IV Funds, the Co-Investment Select Funds, the Private Credit Funds, US SMB, US SMB II, Venture Innovation II, Venture Innovation III and Leaders Fund is J.P. Morgan Chase Bank, National Association, 383 Madison Avenue, New York, New York, 10179.

The custodial banks of the ASP Direct Funds, Co-Investment I and II Funds, VG VI and GE VII are First Republic Trust Company, 1230 Avenue of the Americas, New York, New York, 10020 and First Republic Bank, 160 Federal Street, 8<sup>th</sup> Floor, Boston, Massachusetts, 02110.

The custodial bank of the Cayman-organized feeder vehicles investing in the ASP Direct Funds, Co-Investment I and II Funds, VG VI and GE VII is First Republic Bank, 160 Federal Street, 8<sup>th</sup> Floor, Boston, Massachusetts, 02110.

The custodial bank of all Cayman-organized feeder vehicles investing in the ASP Partnership Funds, the Co-Investment III Funds, the Co-Investment IV Funds, the Co-Investment Select Funds, the Private Credit Funds, US SMB, US SMB II, Venture Innovation II, Venture Innovation III and Leaders Fund is J.P. Morgan Chase Bank, National Association, 383 Madison Avenue, New York, New York, 10179.

Adams Street Credit Advisors LP maintains an agency account at First Republic Bank, 160 Federal Street, 8<sup>th</sup> Floor, Boston, Massachusetts, 02110, in connection with Private Credit Investments for which it serves as agent. When payments are received in the account from an applicable Private Credit Investment, the funds commingled in the account may include not only those belonging to Funds and Separate Accounts that participated in the applicable investment but also funds belonging to any non-client third-parties that participated in the same investment.

Custody information regarding other Funds is provided to applicable investors separately. Where required, depositary services are provided by MaplesFS Limited, P.O. Box 1093, Boundary Hall, Cricket Square, Grand Cayman KY1-1102, Cayman Islands. In addition to the custody accounts described above, Funds that have lines of credit with Silicon Valley Bank (270 West Monroe Street, Suite 720, Chicago, Illinois, 60606) or Wells Fargo Bank (9062 Old Annapolis Road, Columbia, Maryland, 21045) (in the case of a vehicle owned by the Private Credit Funds) also have a bank account at the applicable bank in connection with the line of credit.

## **INVESTMENT DISCRETION**

Adams Street has discretionary authority to manage investments on behalf of the Funds described herein and most Separate Accounts. As a general policy, Adams Street does not allow clients to place limitations on this authority. Pursuant to the terms of a Fund's limited partnership agreement, however, Adams Street may enter into "side letter" arrangements with certain limited partners whereby the terms applicable to such limited partner's investment in a Fund may be altered or varied, including, in some cases, economic or other terms and/or the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons. As applicable, Adams Street assumes discretionary authority pursuant to the terms of a Separate Account's investment management agreement and a Fund's limited partnership agreement and/or powers of attorney executed by the limited partners of a Fund.

## **VOTING CLIENT SECURITIES**

### **Policy Regarding Proxy Voting**

Adams Street and its subsidiary Adams Street Trust (collectively referred to herein as "**Adams Street Partners Group**") recognize that voting rights have economic value and that the exercise of such voting rights is an important part of their fiduciary duties. Adams Street Partners Group will evaluate shareholder issues that may have an impact on the economic value of an investment and will vote on those issues with a view toward maximizing the ultimate economic value of such investment during the time period in which Adams Street Partners Group



expects to hold the investment. All proxies will be voted prudently, considering the prevailing circumstances, and consistent with both the fiduciary standards of the Advisers Act and ERISA.

Adams Street votes public stock proxies in two contexts: with respect to public portfolio companies of Direct Funds, and with respect to public company securities it receives as distributions from underlying private investment funds in Partnership Funds and Separate Accounts. As a general matter, Adams Street votes proxies of Direct Fund portfolio companies in accordance with the determination of the relevant Adams Street investment professionals. With respect to public company securities held in Partnership Funds and Separate Accounts, Adams Street generally delegates proxy voting duties to T. Rowe Price where T. Rowe Price has responsibility for liquidating securities of the applicable companies pursuant to the Liquidation Arrangement.

Clients may obtain information about how the Adams Street Partners Group voted with respect to its investments and/or a copy of Adams Street's proxy voting policies and procedures by writing to: Adams Street Partners, LLC, Attn: Legal Group, One North Wacker Drive, Suite 2700, Chicago, IL, 60606-2823.

#### **FINANCIAL INFORMATION**

Adams Street does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.