

PART 2A OF FORM ADV: FIRM BROCHURE

Horsley Bridge Partners LLC

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March 30, 2021

This brochure provides information about the qualifications and business practices of Horsley Bridge Partners LLC (“HBP”, “we”, “us” or “our”). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, Kate Murphy, at (415) 986-7733 or kate@horsleybridge.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

We are a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”). Our registration under the Investment Advisers Act does not imply any level of skill or training.

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

ITEM 2

MATERIAL CHANGES

Item 2 requires that HBP summarize material changes to our brochure that have occurred since our last annual filing of the brochure with the SEC. Material changes would include material changes to our policies, practices, or conflicts of interests.

There have been no material changes to our brochure since our last annual brochure update with the SEC dated March 30, 2020.

ITEM 3

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ITEM 4

ADVISORY BUSINESS

Horsley Bridge Partners LLC (“HBP”, “we”, “us” or “our”) was founded in 1983. We are headquartered in San Francisco and have offices in London and Beijing. HBP provides investment management services to and is the Managing General Partner of a series of fund-of-funds (the “Fund(s)” or “Client(s)”) formed to make investments in venture capital and private equity partnerships (the “Partnership(s)”). These Funds are offered to investors on a private placement basis.

The Funds are formed as private equity funds-of-funds. We invest primarily in early stage venture capital and small buyout partnerships. The Funds may also make secondary purchases of interests in private equity funds (referred to as “secondary investments”), and some of the Funds may make direct investments in operating companies (referred to as “direct co-investments” throughout this brochure). We do not invest in real estate, hedge, distressed debt, or energy funds.

The Funds’ Partnership investments include venture capital partnerships investing in seed and early-stage companies, partnerships investing in growth companies, and leveraged buyout partnerships investing in more mature companies. Investments made by these Partnerships may include both private and public companies in all types of industries. Investments may be made any place in the world, but they are primarily concentrated in the United States (“U.S.”), Europe, Asia and Latin America. Direct co-investments are generally sourced by existing Partnership managers. Outside of direct co-investments, the Funds will on occasion directly hold public equity securities only to the extent that the Partnerships have made an in kind distribution of marketable securities to the Funds. . Cash is held at the Funds’ custodian banks and is held in either interest-bearing accounts or in money market funds.

HBP provides investment management services to the Funds, which includes analyzing, selecting, monitoring and maintaining Partnership investments and direct co-investments, managing the securities held by the Funds or distributed to the Funds by these Partnerships, and all duties necessary to carry on the ordinary affairs of the Funds.

Investors in the Funds are Limited Partners (“Limited Partners” or “Investors”). Our Limited Partners are generally institutional investors and include, but are not limited to, corporate pension plans, sovereign wealth entities, public pension plans, endowments, foundations and trusts.

The governing document for each Fund is the Limited Partnership Agreement (“LPA”). Subject to the terms of the LPA, HBP has exclusive management and control over the affairs of the Funds. The LPA for each Fund governs any investment restrictions, which are discussed in Item 16 Investment Discretion.

As of December 31, 2020, HBP is the Managing General Partner of 36 Funds. Eight of the Funds (Horsley Bridge Fund V, L.P. – Horsley Bridge X Growth Buyout-A, L.P.) invest in Partnerships formed primarily to invest in the U.S. Five of the Funds (Horsley Bridge International I, L.P. – Horsley Bridge International V, L.P.) invest in Partnerships formed to invest primarily outside the U.S. Horsley Bridge XI Venture, L.P., Horsley Bridge XII Venture, L.P., Horsley Bridge XIII Venture, L.P., Horsley Bridge XI Growth Buyout, L.P., Horsley Bridge XI Growth Buyout-A, L.P., Horsley Bridge XII Growth Buyout, L.P. and Horsley Bridge XII Growth Buyout-A, L.P. are global funds, investing in venture or growth buyout Partnerships (as indicated by the particular Fund’s name) focused on investing in the U.S. and other core markets, including China and Europe. These funds are sometimes collectively referred to as the “main Funds”. Thirteen of the Funds were formed for special purposes to invest (i) either alongside the main Funds, exclusively in Partnerships that are held by the main Funds, but in different commitment amounts, or (ii) in certain opportunities in lieu of a main Fund, due to portfolio construction considerations for a main Fund. The remaining three Funds were formed as feeder vehicles for certain foreign investors in Horsley Bridge XII Venture, L.P., Horsley Bridge XII Growth Buyout-A, L.P. and Horsley Bridge XIII Venture, L.P.

HBP is the Managing General Partner to the following Funds:

Horsley Bridge Fund V, L.P.
Horsley Bridge Fund VI, L.P.
Horsley Bridge VII, L.P.
Horsley Bridge VIII, L.P.
Horsley Bridge IX, L.P.
Horsley Bridge X Venture, L.P.
Horsley Bridge X Growth Buyout, L.P.
Horsley Bridge X Growth Buyout-A, L.P.
Horsley Bridge XI Venture, L.P.
Horsley Bridge XI Growth Buyout, L.P.
Horsley Bridge XI Growth Buyout-A, L.P.
Horsley Bridge XII Venture, L.P.
Horsley Bridge XII Venture Feeder, L.P.
Horsley Bridge XIII Venture, L.P.
Horsley Bridge XIII Venture Feeder, L.P.
Horsley Bridge XII Growth Buyout, L.P.
Horsley Bridge XII Growth Buyout-A, L.P.
Horsley Bridge XII Growth Buyout Feeder, L.P.
Horsley Bridge International I, L.P.
Horsley Bridge International II, L.P.
Horsley Bridge International III, L.P.
Horsley Bridge International IV, L.P.
Horsley Bridge International V, L.P.

HB-PGGM II, L.P.
HB-PGGM III, L.P.
Horsley Bridge Netherlands VII, L.P.
Horsley Bridge Growth VIII, L.P.
Horsley Bridge Strategic Fund, L.P.
Horsley Bridge Strategic Fund II, L.P.
Horsley Bridge Strategic Fund III, L.P.
Horsley Bridge Strategic Fund III-A, L.P.
Horsley Bridge Strategic Fund IV, L.P.
Horsley Bridge Strategic Fund V, L.P.
Horsley Bridge Strategic Fund VI, L.P.
Horsley Bridge GC, L.P.
Horsley Bridge SPV II, L.P.
<i>as of December 31, 2020</i>

As of December 31, 2020, HBP also acted as investment manager to one non-discretionary account holding private equity partnerships. HBP manages this account on behalf of a pension plan which is also a Limited Partner in the Funds. HBP does not have discretionary authority to add Partnership investments to this account or make recommendations for new Partnership investments. HBP provides instructions for the processing of transactions related to the contributions of capital and disposition of assets, places trades for the sale of securities distributed by the Partnerships, and directs the Trustees with respect to the voting of investment assets and execution of consents and other related documents.

HBP is wholly-owned by our Managing Directors. HBP has no outside ownership of any kind. No individual Managing Director owns greater than 25% of HBP as of December 31, 2020.

As of December 31, 2020, HBP managed approximately \$17,439,022,669 in regulatory assets under management and approximately \$18B in committed capital on a discretionary basis, and \$15,837,563 on a non-discretionary basis through its managed account.

ITEM 5

FEES AND COMPENSATION

HBP receives a management fee from the Funds, which, with the exception of two Funds, is based on the capital committed to the Funds by the Limited Partners. The annual management fee is based on each Limited Partner's committed capital and ranges from .3% to 1.00% depending on the amount of capital committed. For Horsley Bridge Growth VIII, L.P., and Strategic Fund II, L.P., the management fee is based on the amount of capital committed to Partnerships, subject to a maximum based on Limited Partner committed capital. Some Funds do not charge a management fee. For certain Funds, HBP or its affiliates may also receive performance-based compensation, assessed as a 5-10% carried interest on all net profits (see Item 6 for further discussion).

Management fees, if charged, are paid by the Funds to HBP in cash during the period from the commencement date of each Fund to the end of each Fund's term, and may be reduced during extension years, including to zero. Management fees are paid quarterly in advance and are deducted from the Funds' custodial accounts by HBP. Management fees and performance fees are governed by a Fund's LPA, and all Limited Partners in a Fund are assessed fees according to the terms of the Fund's LPA. Once established in the LPA, fees are not negotiable. As provided in the applicable LPA, HBP may exempt the HBP Managing Directors investing as Limited Partners from payment of management fees to HBP.

In general, the Funds bear certain expenses in connection with their operations not otherwise paid by HBP. These expenses include, and may not be limited to, organization expenses of the Funds and related general partner entities, custodian fees, accounting fees, administrator fees, audit fees, valuation service fees, certain legal fees, taxes, tax preparation and filing fees, fund specific regulatory compliance costs in jurisdictions outside the U.S., interest expense, banking fees, interest and borrowing expenses, including facilities fees, brokerage commissions on the sale of stock, insurance premiums and litigation costs, formation and administration expenses of any blocker entities, and any other costs incurred in receiving, holding and selling securities. Further information regarding the fees and expenses borne by the Funds can be found in each Fund's LPA.

In addition, the Funds are subject to the fees and expenses of the Partnership investments. The fees and expenses may vary for each Partnership, but typically include management fees, performance fees, and operating and administrative expenses associated with fund administration, investment diligence, legal, accounting, audit and annual tax preparation and filings. Some of a Fund's direct co-investments may be made via special purpose vehicles ("SPVs"), formed and managed by the underlying manager who sourced the opportunity, and if so, the Funds are subject to the fees and expenses of the SPVs, which typically include performance fees, and operating and administrative expenses.

As of December 31, 2020, HBP also acted as investment manager to a non-discretionary account as described in Item 4. The annual management fees on this account is a fixed fee, paid quarterly in arrears. The contract is terminable on 30 days' notice.

ITEM 6

PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

With respect to certain Funds, but not all Funds, HBP assesses a performance fee in the form of carried interest on net profits of the Fund, as established in the Fund's LPA. Carried interest on certain Funds may create an incentive for HBP to make investments that are more speculative than would be the case in the absence of performance-based compensation.

HBP LLC advises multiple Funds with different Investor bases and investment mandates, and with different fee structures. HBP receives carried interest as compensation from some of the Funds, but other Funds are not charged a performance-based fee. This practice could present a conflict of interest because it may create an incentive for HBP to favor Funds for which it receives a carried interest. HBP addresses this potential conflict of interest by narrowly defining a Fund's investment purpose in the Fund's LPA. The Funds are structured into geographic and/or stage strategies, main funds and overflow vehicles, so that there is little room for discretion with respect to allocation. Additional information regarding HBP's allocation methodology is described herein under "Item 10 – Other Financial Industry Activities and Affiliations". All allocation decisions are made by HBP's investment committee in the same manner as investment decisions, and at all times on a fair and equitable basis consistent with and subject to HBP's fiduciary and contractual duties.

ITEM 7

TYPES OF CLIENTS

As described in Item 4, HBP is the Managing General Partner of Funds (or “Clients”) which make investments in private equity Partnerships, secondary investments and may make direct co-investments. These Funds are Delaware limited partnerships and are offered to institutional investors and high net worth individuals (“Limited Partners” or “Investors”) on a private placement basis. Limited Partners are primarily institutional investors and include, but are not limited to, corporate pension plans, sovereign wealth entities, public pension plans, endowments, foundations and trusts.

HBP also acts as investment manager to a non-discretionary account holding private equity Partnerships. HBP manages this account on behalf of a pension plan which is also a Limited Partner in the Funds.

HBP requires Limited Partners of its Clients to be accredited investors as defined in Regulation D under the Securities Act of 1933, as amended, and qualified purchasers and if applicable, qualified clients, each as defined under the Investment Company Act of 1940, as amended. HBP does not impose a specific contractual minimum dollar commitment on Limited Partners, but such Limited Partners generally commit at least \$10,000,000.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

HBP's analysis of investment opportunities in Partnerships starts with selectivity. Our screening process is focused on a number of key criteria including: the operating and investing experience of the general partners to the Partnership, the investment strategy, a fund size appropriate for the market opportunity, a proactive approach to originating proprietary deal flow, a disciplined process for evaluating opportunities and making investment decisions, and historical and prospective investment performance.

With respect to secondary investments, HBP typically acquires such Partnership interests in groups that are well-known to HBP. HBP analyzes the underlying portfolio with a particular focus on those portfolio companies likely to have the largest impact on overall future performance. HBP relies on information provided by the Partnership managers and contained in financial reports, as well as other relevant information, such as information learned from portfolio company co-investors.

Direct co-investments are generally sourced through HBP's existing managers. HBP screens such opportunities by prioritizing those that have outsized return potential, where one of HBP's leading managers is already invested or is making a material investment in the round. HBP takes a portfolio approach to co-investing, assuring adequate diversification.

We perform thorough due diligence using both quantitative and qualitative criteria. We are assisted in the quantitative analysis by our proprietary database, where we maintain information on prior Partnership investments, which provides historical industry data for comparison and determination of the factors that have contributed to investment performance. Our qualitative due diligence includes analysis of the backgrounds of the Partnership's team, interviews with the Partnership's general partners and team, and extensive reference checks. Reference checks are a key component of our due diligence process and will include reference checks to contacts provided by the Partnership and to contacts known to us through our network. Reference calls will focus on, among other things, firm and partner reputation, deal sourcing, post-investment activity, value-added involvement and capabilities, and portfolio company status updates.

All due diligence meetings, reference checks, and analytics are documented in writing and saved to HBP's information system. We use no third-party consultants or advisors in our due diligence process.

Our Funds have historically been organized into two products – U.S. and international. Our U.S. Funds invested in Partnerships which invest principally in the U.S. Our international Funds invested in Partnerships which invest outside the U.S., generally in Europe, Asia, and Latin America. Our strategy was a combination of early stage venture and small-to-mid market growth buyout Partnership investments. Our earlier Funds sought to provide a balanced mix of venture capital and buyout Partnerships and achieved diversification through

underlying investments in companies at various stages of development, industries, and geographic locations. In 2012, HBP changed the portfolio structure of its funds, and organized them based on strategy rather than geography. This structure affords more choice to Limited Partners between venture and buyout/growth equity strategies. Our most recent funds invest globally, in either venture or buyout/growth equity strategies, respectively, providing clients with meaningful exposure to companies, wherever they originate.

All investments involve the risk of loss of capital. The investment programs of the Funds entail substantial risks and there can be no guarantee that a particular Fund's investment program will be successful. Past performance is not necessarily predictive of future performance. There are specific risks involved with investing in our Funds that Investors should be aware of. These risks include but are not limited to:

- Partnership investments: The Funds' investments are in Partnerships which are managed by sponsors that are unrelated to HBP. Identifying and selecting Partnership investments involves a high level of risk and uncertainty, and access to high-quality Partnerships may be limited. The Partnerships in which the Funds invest may not have commenced operations at the time of the investment and, accordingly, may have no operating history upon which HBP may evaluate likely performance. Further, historical performance of Partnership sponsors is not a guarantee or prediction of their future performance. There can be no assurance that the Partnerships will be able to locate and complete attractive investments. HBP does not have an active role in the day-to-day management of the Partnerships and we do not have an opportunity to evaluate the specific investments in companies made by the Partnerships. HBP has no control over the timing of Partnership capital calls or distributions received from them. Accordingly, the returns of the Fund will depend on the performance of the sponsors of the Partnerships and will be adversely affected by their unfavorable performance.
- Portfolio company investments: The individual companies in which the Funds or the Partnerships invest ("portfolio companies") may involve a high degree of business and financial risk. The portfolio companies, particularly those investments in HBP's venture portfolio, may be in an early stage of development and diligence may be limited. The portfolio companies may have operating losses or significant variations in operating results and may be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence. Portfolio companies may also include companies that are experiencing or are expected to experience financial difficulties, which may never be overcome. In addition, they may require substantial additional capital to support their operations or may face intense competition from companies with greater financial resources. The ability of portfolio companies to respond to changing business and economic conditions may be limited.
- Illiquid Partnership and portfolio company investments, restrictions on redemption, and long-term nature of investment in our Funds: The Partnerships that the Funds invest in do not freely trade and are restricted from redemption. Similarly, direct co-

investments will be in non-marketable securities. Our Funds are generally contractually prohibited from disposing of such investments. Likewise, an investment in our Funds is not freely tradable and cannot be redeemed, and requires a long-term commitment with no certainty of return. Investors also have no right or power to participate in the management or control of the business of the Funds and must rely solely upon the ability of HBP to conduct the affairs of the Funds. Because of the nature of our investment programs, there can be no assurance that Clients or Investors will be able to realize returns on their investments in a timely manner or at all. The Funds' ability to meet investment capital calls and pay distributions to Investors is contingent upon generating cash flows, which itself is dependent upon the performance of underlying investments, current economic conditions and exit markets, and timely payment by Investors of their commitments. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains are realized on successful investments. The return of capital and realization of gains, if any, from an investment may not occur for a substantial period of time after investing with our Funds.

- Global investments and general market conditions: An investment in the Funds may be affected by general economic and market conditions, such as availability of credit, uncertainties in the financial markets, or consumer confidence, which may affect volatility, interest rates, liquidity and security prices of securities held by the Funds and Partnerships. Disease outbreaks, including global pandemics, in markets in which portfolio companies and/or their consumers, customers, suppliers or manufacturers operate, could result in disruptions which, depending on the duration or severity, could have a significant negative impact on the operations, profitability and survival of certain companies. Additionally, the Funds invest in Partnerships which may be located outside the U.S. or which may in turn invest in companies outside the U.S. In addition to business uncertainties, such investments may be affected by political, social and economic uncertainty affecting a country or region, including newly imposed trade barriers and currency exchange controls. The legal and regulatory environment may also be different or uncertain, such as Brexit, and financial accounting standards and practices may differ. Additional risks include possible adverse political and economic developments, possible seizure or nationalization of foreign investments, possible adoption of governmental restrictions which might adversely affect the availability of potential investment opportunities or ability to realize investments, and possible taxes levied by governments, which has the effect of increasing the cost of such investment and reducing the realized gain or increasing the realized loss on such securities at the time of sale. Income received by our Funds from sources within some countries may be reduced by withholding and other taxes imposed by such countries. Any such taxes paid by Funds will reduce its net income or return from such investments. While we will take these factors into consideration in making investment decisions for our Funds, no assurance can be given that we will be able to fully avoid these risks.

- Valuation of investments: As discussed above, the Partnership investments and direct co-investments are not readily marketable. HBP will value the Funds' investments based upon a good faith assessment of the fair value of the assets, relying upon information provided by the Partnership sponsors and available relevant market and other information. We use valuation procedures that we believe are fair and accurate. However, these procedures are subjective in nature, may not conform to any particular industry standards (if any such industry standards exist) and may not reflect actual values at which the investments are ultimately realized. Valuations may also fluctuate from period to period due to a number of factors. 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.
- Conflicts of Interest: Various conflicts of interest may arise in respect of HBP's business, some of which are disclosed throughout this document. HBP resolves all conflicts of interest using its good faith judgment and in accordance with its fiduciary duties. Additional conflicts may include competition among the Funds for investment opportunities, or the time and attention of HBP principals. Conflicts may also exist among the investors as a result of their divergent tax, economic or other interests, or access to overflow allocation. Structuring, investment and other decisions are therefore made by HBP in a manner determined to be in the best interests of a Fund's investors, taken as a whole, even if the decision may be more beneficial for one investor than for another investor. Finally, managers of the Partnerships may also be subject to a variety of conflicts similar to or different from the ones discussed throughout this document in relation to the Partnerships they manage.
- Cybersecurity; Operational Risks: The Funds and their service providers, including their custodians, brokers, legal counsel and auditors, are subject to risks associated with a breach in cybersecurity. Such breaches could include external malicious attacks or internal personnel misuse or abuse. Any damage or interruptions to information technology systems may cause losses to the Funds or individual investors by interfering with the operations of HBP and/or the Funds. The Funds may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose both the Funds and HBP (which in turn may be indemnified by the Funds) to civil liability as well as regulatory inquiry and/or action. HBP cannot control the cybersecurity plans and systems put in place by its third-party service providers. Similar types of cybersecurity risks also are present for issuers of securities in which the Funds invest, which could affect their business and financial performance, resulting in material adverse consequences for such issuers, and causing the Funds' investment in such securities to lose value. HBP's ability to conduct its business effectively is subject to a variety of other operational risks and is dependent on the ability to process Partnership and

investor transactions. If any of HBP's financial controls, investment accounting or investment operations systems fail to operate properly or if there are other failures in HBP's internal controls, HBP could suffer business disruption, financial loss, or regulatory or reputational issues, notwithstanding the precautionary measures HBP has in place.

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

ITEM 9

DISCIPLINARY INFORMATION

To the best of our knowledge, HBP, our employees, and the employees of our wholly-owned subsidiaries described in Item 10 have not been involved in any legal or disciplinary events that would be material to an Investor's evaluation of us or our personnel.

ITEM 10

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We have three wholly-owned subsidiaries that provide consulting services to HBP on international investments and serve as the legal entities for our offices in London and Beijing: (1) Horsley Bridge International Limited, a UK corporation, (2) Horsley Bridge International LLC, a Delaware LLC, and (3) Horsley Bridge (Beijing) Business Consulting Company Limited, a China corporation. The sole business purpose of these subsidiaries is to provide investment support services to HBP. These entities are not Registered Investment Advisers. Compensation for these services is paid solely by HBP and not by the Funds.

HBP is the Managing General Partner of the Funds and as such has an equity interest in each of the Funds. For each Fund, HBP creates a limited liability company that also serves as a General Partner to the Fund and has an equity interest. Collectively, these general partner entities own 1-5% of each Fund, depending on the Fund. Additionally, HBP Managing Directors invest personally as Limited Partners in the Funds, on the same terms as all other Limited Partners. However, in HBP's recent Funds, the Managing Directors are not charged management fees with respect to their Limited Partner interests.

Inherent conflicts of interest arise from the fact that HBP and our affiliated entities, owners, and employees provide investment advisory services to, and have an equity interest in, multiple Funds which have similar strategies and which may invest in the same Partnership investments. We believe that conflicts due to allocation of investment opportunities are minimized by the structure of our business and our policies for managing allocation of investment opportunities amongst Funds. The Funds are structured into geographic and/or stage strategies, main funds and overflow vehicles, and allocation amongst them is determined based on where the Partnership intends to principally invest and its strategy. As required by the Funds' LPAs, investment opportunities are generally allocated to the current Fund vehicles being invested, until at least 100% of such Fund's committed capital has been committed for investment. There may be limited instances where the Managing General Partner has discretion with respect to allocation decisions (e.g. as between a prior Fund and successor Fund with the same investment strategy), and in such cases the Managing General Partner will consider a variety of factors in making allocation decisions such as portfolio diversification and over-commitment limitations. From time to time we may have an overflow Fund that is formed to take excess allocation in situations where HBP is allocated an investment opportunity that is larger than what we consider prudent for the main Fund. We manage any allocation issues in this instance by first determining the size of the commitment for the main Fund. If we secure a commitment greater than our desired amount, then such excess (which could mean all of such opportunity or a portion of such opportunity) will be allocated to the overflow Fund. The opportunity to participate in any overflow Fund may be offered to some, but not all HBP Investors, as well as third parties based on HBP's consideration of various factors, including but not limited to, past or expressed interest in overflow vehicles, investor sophistication, size of commitment, size of investor's private equity program, investor diligence and decision-making processes, reporting requirements,

regulatory requirements or restrictions, and restrictions imposed by or input received from underlying Partnerships. Conflicts of interest may also arise if more than one Fund holds distributed stock in the same company. In the case of sales of stock held by more than one Fund in the same company, sales of shares will, to the extent practical and unless circumstances dictate otherwise, be made concurrently and allocated pro-rata to each Fund's holdings.

In all instances, HBP exercises our best judgment in managing the Funds in a manner which we believe to be in the best interests of the Limited Partners.

ITEM 11

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

We strive to foster and maintain a reputation for honesty, integrity and professionalism. HBP has a fiduciary duty to place the interests of our Clients and Investors first. We have adopted a Code of Ethics (the “Code”) to assist our employees in understanding their obligations as fiduciaries. The Code applies to all HBP Managing Directors, officers, employees, and any other person who may provide services on behalf of HBP and is subject to HBP’s supervision and control (collectively, “Employees”). Our Code of Ethics incorporates the following general principles that all Employees are expected to follow:

- The interests of our Clients and Investors always take precedence over personal interests.
- Employees should not engage in any activity or action that brings into question their independence or judgment, or that allows them or their family to profit from relationships with our Clients and Investors.
- All personal financial transactions must be conducted to avoid any conflicts with transactions done for our Clients and Investors.
- Information pertaining to HBP’s Partnership investments, direct co-investments, Clients, and Investors must be kept confidential.

As explained in Item 10, HBP and its Managing Directors and employees serve as the general partners to the Funds and may also invest personally in the Funds as Limited Partners. Inherent conflicts of interest arise from the fact that HBP and our affiliated entities, owners, and employees provide investment advisory services to, and have an equity interest in, multiple Funds which have similar strategies and which may invest in the same Partnership investments.

In all instances, HBP exercises our best judgment in managing the Funds in a manner which we believe to be in the best interests of the Limited Partners.

Employee personal trades must be executed in a manner consistent with our fiduciary obligations and must be conducted to avoid any conflicts with transactions done for our Clients and Investors. HBP’s Code of Ethics places restrictions on personal trades by Employees, including requiring certain Employees to disclose their personal securities holdings and transactions to us on a periodic basis. HBP maintains a restricted list of all companies where (i) the company is currently held by a Fund, (ii) the company is an Investor in a Fund, (iii) an Employee is on the board of directors, or (iv) HBP considers itself to have material nonpublic information. No Employee may trade a financial instrument of a company on the restricted list without prior approval from HBP’s CCO or designee, but under no circumstance may an Employee trade a stock on the same day a transaction on that stock is executed for our Funds. Additionally, Employees may not participate in any IPO, invest in a

privately held company, or invest in a private fund without the prior approval of HBP's CCO or designee.

Employees receive annual training on HBP's personal trading policies. On a quarterly basis, all Employees must certify that they have complied with HBP's Code of Ethics, including personal trading policies. Additionally, we utilize compliance software to assist our monitoring of employee personal trading. All employees are designated as Access Persons of HBP and must comply with our reporting obligations by providing the CCO with a listing of all securities transactions for all accounts where they have a beneficial interest. Annually, Access Persons must report all holdings. An Access Person may satisfy his/her reporting obligations either through our compliance software or by providing duplicate brokerage statements. The CCO or designee reviews all reporting to ensure compliance with the personal trading policies described.

HBP will provide a copy of its Code of Ethics policy to any Limited Partner or prospective Limited Partner upon request.

ITEM 12

BROKERAGE PRACTICES

HBP pays commissions to brokers to sell publicly-traded securities that are distributed to the Funds by the Partnerships. In selecting an appropriate broker to affect a trade, we take relevant factors into consideration, including, price quotes, the size of the transaction, the nature of the market for the security, the broker's expertise in the specific security, the broker's promptness of execution, the broker's financial stability, broker's trade and settlement operations and the overall quality of service provided by the broker. Brokers are selected primarily for their ability to execute transactions. Currently, we do not have, and do not anticipate having, any third-party soft dollar arrangements.

In the case of sales of stock held by more than one Fund in the same company, sales of shares will, to the extent practical and unless circumstances dictate otherwise, be made concurrently and allocated pro-rata to each Fund's holdings.

ITEM 13

REVIEW OF ACCOUNTS

HBP continually reviews the Funds' investments. The nature and frequency of the review of each Partnership investment and direct co-investment will vary depending on the investment. Our efforts extend over the life of the investment, and with respect to Partnership investments, include face-to-face updates with each group, attendance at advisory board and annual meetings, and thorough quantitative analysis of quarterly reports. These investments are long-term in nature, generally 10-12 years, and the nature of the reviews will depend in part on the maturity of the investment. With respect to direct co-investments, monitoring may be done through updates from the portfolio company management team or Partnership co-investor, and a review of the portfolio company's financial reports.

Partnerships generally issue reports to investors on a quarterly basis. We generally contractually require that all Partnerships are subject to an annual audit in accordance with U.S. GAAP or its international equivalent. We review all audited reports received from the Partnerships. For direct co-investments, HBP may receive financial reporting on a monthly, quarterly and/or annual basis. We may also engage 3rd party valuation services.

HBP monitors the performance of publicly-traded securities which it has received from the Partnerships and holds directly or which are held by the Partnerships pending future distribution to the Funds.

All of the Managing Directors of HBP are responsible for and/or perform the review activities described above. Each active Partnership and direct co-investment is assigned at least one Managing Director who is responsible for ongoing review of the investment. HBP's investment committee meets weekly, and the update meetings with Partnerships and portfolio companies are tracked and discussed.

HBP provides Limited Partners with quarterly reports detailing the financial performance of the Funds. HBP provides audited financial statements for each Fund to the Limited Partners, generally within 120 days after the end of each fiscal year and no later than 180 days after the end of the fiscal year.

HBP has periodic meetings with Limited Partners to discuss their investments in the Funds and the activities of Partnerships. HBP holds an annual meeting of the Limited Partners at which HBP discusses detailed portfolio activity.

ITEM 14

CLIENT REFERRALS AND COMPENSATION

From time to time, HBP has entered into arrangements with third parties for referring potential investors to the Funds and performing other services for the Funds. HBP has entered into a Consulting Agreement with Baro Investment & Securities Co. LTD (“Baro”) for consulting, distributor and monitoring agent services. For each Korean investor who commits to the Fund, Baro receives a one-time placement fee and an annual maintenance fee, both of which are calculated based on the amount of such investor’s commitment to the Fund. Placement fees payable to Baro are borne by HBP directly. The annual maintenance fee is a fund expense. HBP also contracts with Bayview Asset Management Co., Ltd. (“Bayview”) to act as distributor and provide specified services to certain Japanese investors. Bayview is paid annually, in an amount based on commitments to the Fund by those Japanese investors receiving the services. Such fee is paid by HBP and reimbursed by the relevant Funds. Additional details related to these expenses can be found in each respective Fund’s LPA. HBP has also engaged, from time to time, unaffiliated third-party placement agents to market certain Funds to prospective investors in Canada and South America. Typically, HBP pays the agent a fee based on the amount committed by investors introduced by such agent. Any such placement fees are borne by HBP.

ITEM 15

CUSTODY

HBP maintains the Funds' assets with qualified custodians, but we are also deemed to have custody since HBP or its Related Persons serve as the general partner to the Funds. We intend to comply with the exemptions for pooled investment vehicles and distribute the audited financials of each Fund to Limited Partners within the 180-day time period and therefore will be exempt from the Rule 206(4)-2 reporting and examination requirements.

Audited financials are prepared in accordance with U.S. GAAP by an independent audit firm registered with and subject to inspection by the Public Company Accounting Oversight Board (PCAOB).

The Funds receive monthly statements from the custodians, and these statements are subject to routine reconciliation and review procedures by appropriate HBP personnel. Limited Partners in a Fund will not receive statements directly from the custodians.

ITEM 16

INVESTMENT DISCRETION

In general, HBP has full discretionary authority to manage the Funds, including authority to make decisions with respect to Partnership investments, investments to be bought or sold, the amount and price of those investments. We exercise this discretion subject to the Funds' LPAs and our own internal policies.

The LPAs may place limitations on our investment authority, including, without limitation, designating types of permitted investments or prohibiting certain types of investments.

Additionally, as of December 31, 2020, HBP acted as investment manager to one non-discretionary account holding private equity partnerships. HBP provides instructions for the processing of transactions related to the contributions of capital and disposition of assets, and places trades for the sale of securities distributed by the Partnerships. HBP does not make recommendations for new Partnership investments in this account.

For a complete discussion of our advisory business and the services we provide to our Funds and Limited Partners, please see Item 4 Advisory Business.

ITEM 17

VOTING CLIENT SECURITIES

HBP has direct proxy voting authority for all of its Funds. We have adopted policies and procedures to comply with Rule 206(4)-6 of the Investment Advisers Act and with our fiduciary obligations. The general policy is to vote proxy proposals, amendments, consents or resolutions related to securities, including interests in Partnerships, in a manner that serves the best interests of the Funds, as determined by HBP LLC in its discretion. Generally, HBP will vote in all matters for which shareholder action is required or solicited.

HBP votes proxies for public stock on a very limited basis, because HBP's Funds make investments exclusively in private partnerships or private companies and will hold public stock only when that company has had an initial public offering or stock has been distributed by an underlying private partnership and has not yet been sold by HBP. For our non-discretionary managed account, HBP has the authority to direct the account Trustee with respect to the voting of assets and the execution of consents and other related documents. HBP has the authority to execute proxies on behalf of the account, subject to guidelines the account may provide from time to time.

HBP's CCO or designated Managing Director will consider whether HBP is subject to any material conflict of interest in connection with each proxy vote. HBP employees must notify the CCO if they are aware of any material conflict of interest associated with a proxy vote. If the CCO or designee determines that a material conflict of interest exists in connection with a proxy solicitation, HBP's CCO will present the proxy vote under consideration and the perceived conflict of interest to HBP's Managing Directors, who will determine the appropriate course of action. In all instances, HBP will vote proxies in a manner which we believe to be in the best interests of the Funds' Limited Partners.

A copy of our proxy policies and information regarding any proxies actually voted by HBP may be obtained by contacting our CCO.

From time to time, we may receive notices regarding class action lawsuits involving securities that are or were held by the Funds. As a matter of policy, we refrain from serving as the lead plaintiff in class action matters and also refrain from submitting proofs of claim where we believe that either the recovery amounts are likely to be negligible or we cannot be assured of confidential treatment of the data submitted in connection with the proof of claim.

ITEM 18

FINANCIAL INFORMATION

HBP has never filed for bankruptcy and we are not aware of any financial condition that is expected to affect our ability to meet our contractual and fiduciary commitments to our Funds or Limited Partners.