

**PART 2A OF FORM ADV  
FIRM BROCHURE**

**ICONIQ**

**ICONIQ CAPITAL, LLC**

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March 31, 2023

**This brochure (this “Brochure”) provides information about the qualifications and business practices of ICONIQ Capital, LLC. If you have any questions about the contents of this Brochure, please contact us by telephone at (415) 967-7763 or email at *teamcompliance@iconiqcapital.com*. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration as an investment adviser does not imply any certain level of skill or training.**

**Additional information about ICONIQ Capital, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2. Material Changes**

This Brochure has been prepared by ICONIQ Capital, LLC and supersedes the prior version. This Brochure contains routine updates, clarifications and disclosures to reflect the increasing complexity of our business. While we do not believe these updates and clarifications constitute material changes since our last annual amendment, dated March 31, 2022, we encourage readers to review this Brochure carefully.

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## **Item 4. Advisory Business**

### **A. Description of Advisory Firm**

ICONIQ Capital, LLC (“ICONIQ Capital,” “we” and “us”) is a limited liability company formed in the State of Delaware. ICONIQ Capital has been in business as an investment adviser since 2011 and our partners include Divesh Makan, Michael Anders, Will Griffith and Matthew Jacobson (our “Principals”). We are a trusted advisor and thought partner, facilitating meaningful strategic relationships across investment opportunities, family governance and global impact. We provide investment advisory and family office services, and also manage direct investments with a focus on technology growth equity, venture capital and real estate opportunities.

*Managed Account Clients.* We are dedicated to providing high-net worth individuals, families, more formal family office structures, foundations and other institutions (collectively, “Managed Account Clients”) with investment advisory services, generally by recommending allocations of client capital among asset classes and exposures. This generally takes the form of recommendations to invest in private pooled investment vehicles and single-investor funds sponsored by us or our affiliates (the “ICONIQ Private Funds”), investment funds and vehicles managed by external managers (“External Funds”), and accounts, vehicles or other arrangements advised by third-party advisers (“External Portfolio Managers”). We also, from time to time, facilitate other investment opportunities that are consistent with our clients’ objectives and strategies. In addition, we provide non-advisory services to many of our Managed Account Clients.

*ICONIQ Private Funds.* The ICONIQ Private Funds include the ICONIQ Strategic Partners funds (which generally invest in growth equity companies), the Building Blocks funds (which target specific asset classes, exposures or other investment goals), and the ICONIQ real estate funds (which focus on real-estate and real estate-related assets). We also sponsor and advise ICONIQ Private Funds organized as co-investment vehicles, other special-purpose investment vehicles, and single-investor investment funds. Substantially all of the ICONIQ Private Funds receive investments from our Managed Account Clients and some of the ICONIQ Private Funds accept investments from other categories of investors. Investment in the ICONIQ Private Funds is limited to qualified investors, as described in Item 7, and additional information is available in our Form ADV Part 1A, Schedule D, Section 7.B.(1), available at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

When we recommend that Managed Account Clients invest in ICONIQ Private Funds, we face actual and potential conflicts of interest. We discuss many of those conflicts further in this Brochure, in Part 1A of our Form ADV, and in the related offering documents.

### **B. Description of Advisory Services Offered**

*Managed Account Clients.* The scope of the advisory services we offer to our Managed Account Clients varies, but can take the form of one or more of the following:

- *Asset Allocation Advice.* We often assist Managed Account Clients in establishing and revisiting their asset allocation goals and reviewing the performance of their accounts. We recommend (and often are empowered to make) changes we deem appropriate based upon

a client's investment policy, market conditions and/or other factors to their holdings and their allocation goals.

- *Investment Policies.* We often assist Managed Account Clients in the preparation, review and evaluation of the policies, parameters, restrictions and objectives of the accounts that we advise on, assist with, or otherwise manage for them. We also, upon request, assist many of our Managed Account Clients with the preparation of more broadly applicable investment policies.
- *Performance Evaluations.* We often provide Managed Account Clients with a periodic evaluation of their accounts, which may include portions managed by us and by External Portfolio Managers, as well as investments in ICONIQ Private Funds and External Funds.
- *Identification and Selection of Investment Opportunities* to meet a Managed Account Client's asset allocation or other goals, which can include ICONIQ Private Funds, External Funds and arrangements with External Portfolio Managers.
- *Asset Management.* We directly manage, for many Managed Account Clients, brokerage and other investment accounts (including cryptocurrency and other digital asset accounts). We review accounts that can contain, and may on a discretionary basis execute transactions in, individual equities, options and other listed derivatives, exchange traded funds, index and other mutual funds, private funds and other alternative investments, digital assets, and other securities and assets.

Advisory services for our Managed Account Clients are generally provided on a non-discretionary basis, but may also include full discretion or discretion limited to specified accounts or investment types. We also provide non-advisory services to many of our Managed Account Clients. Managed Account Clients should refer to their client service agreements for information regarding the services applicable to them.

*ICONIQ Private Funds.* We advise the ICONIQ Private Funds on the terms set out in each fund's constituent documents; investors in these funds should refer to those documents for more information. We are generally the sole investment adviser to the ICONIQ Private Funds and exercise full discretion, but in some cases we arrange for a sub-adviser to provide advisory services.

The foregoing is not a comprehensive list of services that are provided by us to clients, nor are the descriptions necessarily the only ways in which the services are provided.

*Subadvisers.* We are often authorized to engage subadvisers for client accounts. We generally do this when there is a task that a third party can provide more efficiently than we would be able to. The expenses of any subadviser will be borne by clients to the extent permitted in the applicable client agreement (or as otherwise consented to by a client, including through a disclosure document for an ICONIQ Private Fund or other investment vehicle). Examples of subadviser relationships include engagements to provide index replication or short-term cash management services.

### **C. Tailoring of Advisory Services and Client Imposed Restrictions**

We offer individualized investment advice to our Managed Account Clients. We may allow them to impose restrictions on investing in certain securities or types of securities or other assets.

As described above, Managed Account Clients contract for a specified scope of services; please see Item 11.D, *Allocation of Investment Opportunities*, for information on the limitations in our Allocation Policy applicable to Managed Account Clients.

The ICONIQ Private Funds are managed according to the strategies, objectives and investment programs set forth in each fund's constituent documents. Investors in any of these funds should refer to the fund's constituent documents for information about a given ICONIQ Private Fund's strategies, objectives and investment program. We generally do not take the specific circumstances of individual investors in an ICONIQ Private Fund into account in making investment decisions for the fund (with the exception of single-investor funds). However, in accordance with common industry practice, an ICONIQ Private Fund may from time to time enter into a "side letter" or similar agreement with an investor pursuant to which the ICONIQ Private Fund grants the investor specific rights, benefits or privileges that are not generally made available to all investors. See Item 8.B, *Material, Significant or Unusual Risks Relating to Investment Strategies*, for more details.

Managed Account Clients and ICONIQ Private Funds are subject to trading restrictions imposed by ICONIQ (including our firm-wide restricted trading list), even if the trading restrictions are not related to activity in or relating to a given account or fund.

### **D. Wrap Fee Programs.**

We do not directly participate in wrap fee programs.

### **E. Assets Under Management.**

Our regulatory assets under management consist of approximately \$61.5 billion, all on a discretionary basis and approximately \$15.8 billion on a non-discretionary basis as of December 31, 2022.

## **Item 5. Fees and Compensation**

### **A. Fees and Compensation**

Managed Account Clients fees are negotiated on a client-by-client basis and are determined based upon a number of factors including, but not limited to, the amount and type of work involved, the size of the relative portfolios and the amount of our resources that we anticipate dedicating to providing the services. A Managed Account Client's annual advisory fee can range up to 1.5% of assets under management.

Advisory fees are generally levied on the total assets in a client's account, including assets that are financed with leverage or margin, if any, without any offset for the liability incurred; some clients pay fees on certain assets or accounts (e.g., securities accounts that we advise on) and not on others (e.g., cash accounts). In some cases, we also charge administration fees on assets over which we have a limited amount of control.

On an individually-negotiated basis, we charge some Managed Account Clients an incentive or performance fee or allocation, which entitles us to additional compensation based on the increase in value of those clients' accounts (or based on other metrics that we agree to with those clients). Some clients have individually-negotiated flat fee structures that are not based on assets under management and, in certain circumstances, result in clients paying fees that are higher than those referenced above.

Managed Account Clients that invest in ICONIQ Private Funds pay fees and compensation assessed by those funds, which may be higher than those referenced above. In addition, the value of a Managed Account Client's investment in an ICONIQ Private Fund generally is included in the advisory fee calculation for that client, which results in that Managed Account Client paying multiple layers of fees (also discussed in Item 5.B.). In some cases, on an individually-negotiated basis, we reduce or waive either managed account advisory fees or fees paid as an investor in an ICONIQ Private Fund.

Advisory and other fees generally may be modified by us upon notice to clients.

Invoices, Assessments. Investment advisory fees are typically deducted from Managed Account Client accounts on an annualized basis, quarterly in arrears, based on the value of the client account on the time-weighted daily average of the quarter, but billing matters may be individually negotiated.

Additional Fees. Managed Account Clients may be charged additional advisory or other related fees ("Additional Fees") in connection with the selection and appointment of External Portfolio Managers. We generally retain the authority to agree on our Managed Account Clients' behalf to, and to change, Additional Fees, provided that (i) such Additional Fees are no more than the fees such External Portfolio Managers would typically charge their other clients under similar circumstances, regardless of where such client relationships originated; and (ii) we receive no portion of such Additional Fees. The fee provisions of the External Portfolio Managers' advisory agreement(s) and Form ADVs governing their specific advisory programs and the fee confirmations that Managed Account Clients receive will control if there are any inconsistencies

between the terms of those documents and a Managed Account Client's agreement with us. (Fees for non-advisory services (and related expenses) are discussed in Item 5.B.)

*Termination.* Generally, we or a Managed Account Client may terminate a client agreement at any time by providing 30 days' notice, in writing, to the other party. After notice of termination has been received by the other party, we shall continue to charge advisory and other fees up to and including the actual date of termination (and any performance or incentive fee would be computed at the date of termination), although these provisions are subject to the terms of a given client agreement. To the extent a client has invested in a vehicle controlled by, or otherwise has assets under the control of, an External Portfolio Manager, that External Portfolio Manager's termination policies will govern with respect to those assets and may differ from our policies and practices. Managed Account Clients are encouraged to read each External Portfolio Manager's Form ADV, advisory agreement, and other disclosure documents for further information. Termination of a client agreement generally has no effect on an investment in an ICONIQ Private Fund or an External Fund (however, any discount on the management or other fees that the former Managed Account Client is charged by an ICONIQ Private Fund may terminate).

*External Portfolio Manager Fees.* As a convenience to clients, we may, but are not required to, bundle our advisory fee with an External Portfolio Manager's advisory fees and pay that External Portfolio Manager directly; in such a case, Managed Account Clients would see one advisory fee comprised of our and the External Portfolio Manager's fee on an overall statement. External Portfolio Manager advisory fees are not set by us and their fees, method of billing (e.g., in advance or arrears), manner of billing (e.g., quarterly or monthly) and basis for billing (e.g., time-weighted daily average versus the last day of a calendar quarter or month, or some other method) will differ from our billing practices in certain circumstances. Managed Account Clients will receive an explanation of External Portfolio Managers billing practices from us or from an External Portfolio Manager in the External Portfolio Manager's Form ADV, client agreement and/or other documentation. Clients have the ability to directly access custodian statements and are sent independent custodial statements at least quarterly, showing all disbursements from the account, including the amount of the advisory fees paid to us and External Portfolio Managers (if they bill separately), which may include the fee due to any External Portfolio Managers.

*Fund-Related Fees and Expenses.* An investor in an ICONIQ Private Fund generally pays an annual management fee, e.g. 2% per annum. An ICONIQ Capital affiliate is often entitled to receive a performance based fee or allocation, or "carry," which generally is as much as 20% of the net profits of the applicable ICONIQ Private Fund and in some cases up to 30%. Investors in single-investor funds also may be subject to management fees, advisory fees, and performance-based carried interest assessments. The terms of such compensation, the timing of payment and the methodology of calculation vary across the ICONIQ Private Funds and may vary amongst investors in the same ICONIQ Private Fund, the single-investor funds and the other funds and vehicles in which those funds invest.

Some ICONIQ Private Funds do not assess (or may discount) certain fees or charges on investors that are Managed Account Clients and, as noted above, in some cases ICONIQ may waive or discount either a Managed Account Client's advisory fees or fees paid as an investor in an ICONIQ Private Fund. Investors and potential investors in ICONIQ Private Funds should refer to the constituent documents, including subscription documents and constituent agreements of the



applicable ICONIQ Private Fund, for complete details regarding the fees and expenses of that ICONIQ Private Fund. In some cases, fee and expense terms are individually negotiated.

Fees and expenses charged in connection with an investment in an External Fund are assessed pursuant to the agreement with and the constituent documents of that External Fund. The asset-based fees of External Funds are generally expected to range from 0% to 4% annually of the net assets under their management and the performance compensation to the managers of External Funds is generally expected to range from 10% to 25% of net profits annually, but it is possible that the fees or incentive compensation for a given External Fund could exceed such levels. Similar considerations are relevant to investments made by ICONIQ Private Funds, such as the Building Blocks funds, that invest in External Funds (and this indirectly results in investors paying multiple layers of fees).

The amount, the timing of calculation of, and the method of payment of these fees and allocations varies by fund. At some times, fees and allocations are only paid upon the realization or distribution of an investment and, at other times, they are paid at a fixed time based on unrealized valuations.

## **B. Other Fees and Expenses**

Our advisory fee does not include fees and expenses directly or indirectly charged or assessed by External Portfolio Managers, External Funds and other investment funds, independent qualified custodians (collectively, and together with all affiliates, “Custodians”), broker-dealers or other third parties. Trade costs, mutual fund and other expenses, External Fund expenses, advisory fees of External Portfolio Managers, etc. are all separate from and in addition to our advisory fees. Managed Account Clients may also pay separate fees in connection with other (non-advisory) services offered by us.

Commissions and Outsourced Trading. Managed Account Clients will incur brokerage transaction charges for trades executed in client brokerage accounts. These brokerage transaction fees are separate from, and in addition to, our fees. Also, clients will pay separately incurred expenses, which we do not receive any part of, imposed directly by investment options such as mutual funds, index funds, exchange traded funds or External Funds (e.g., fund management fees and other fund expenses). External Portfolio Managers and sub advisors will also charge clients advisory fees, as discussed above.

We may engage (and currently do engage) third-party broker-dealers to execute or direct all or a portion of Managed Account Client trades on an outsourced basis, rather than maintaining a trading desk staffed by ICONIQ Capital employees. We do this where we believe that such an engagement benefits clients, e.g., providing benefits such as access to a third-party broker-dealer’s knowledge and experience, connectivity to execution venues, proprietary and third-party trading technology, or other services, consistent with the discharge of our best execution obligations. Because such an arrangement can result in lower overhead costs for ICONIQ Capital, we are economically incentivized to enter into such arrangements. We seek to mitigate any resulting conflict by only entering into arrangements where we believe clients would benefit, consistent with the factors enumerated above or in our compliance policies.

Consultants and Experts; Other Pass-Through Expenses. To the extent that ICONIQ Capital engages third parties to provide services to it or directly to clients (including Managed Account Clients and the ICONIQ Private Funds), the fees and expenses of those third parties are assessed against the applicable clients, subject to any constraints on such assessments included in a client's agreements or constituent documents. These third-party services include research services and reports, as well as investment management assessments and services. The allocation of such expenses will be administered by ICONIQ Capital in accordance with its internal policies.

Expenses. The following is a list of expenses (which changes over time) that are currently charged to clients (including Managed Account Clients and the ICONIQ Private Funds), depending on the nature of their agreements with ICONIQ Capital: (i) out-of-pocket expenses associated with the organization of the general partner for an ICONIQ Private Fund, the ICONIQ Private Funds themselves, or the syndication of interests therein; (ii) the costs, fees and expenses of third-party consultants engaged by ICONIQ Capital to assist with the activities (including investment activities) of an ICONIQ Private Fund (such costs, fees and expenses are described in greater detail, and the conflicts of interest associated with them are discussed, in Item 8, *Methods of Analysis, Investment Strategies and Risk of Loss; Material, Significant or Unusual Risks Relating to Investment Strategies—Costs, Fees and Expenses of Third Party Consultants*, below); (iii) other expenses related to the research, due diligence and monitoring of actual and prospective investments (whether or not consummated) and the consummation of investments, including the following: third-party investment sourcing fees, fees and expenses related to obtaining research (including the commission of research reports or analyses by third parties), news and market data, and travel expenses incurred for investment-related purposes; (iv) fees and expenses relating to information technology hardware, software, subscriptions or services and the implementation thereof (including onboarding) that relate in any way to the management or operation of client accounts, including hardware, software, subscriptions, or services used to research, source, or monitor investments, evaluate and manage risk, perform or facilitate valuations, facilitate accounting functions (including shadow accounting functions), facilitate legal functions, facilitate performance, exposure or other reporting, facilitate compliance with the rules of any self-regulatory organization or applicable law (including reporting obligations), effect, manage or facilitate trade order executions; such hardware, software and services include, without limitation, Bloomberg terminals, portfolio management systems, risk management systems, execution and order management systems, investment exposure and reporting systems, accounting systems, compliance management systems, document management systems, software licensing, implementation, data management and recovery services and custom development, and the fees and expenses associated with all such hardware, software and services and the implementation thereof (including onboarding) are assessed against clients irrespective of whether clients themselves receive a direct benefit from the use of such hardware, software or services; (v) all costs, fees and expenses incurred by an ICONIQ Private Fund, ICONIQ Private Fund's general partner, ICONIQ Capital or their affiliates to comply with any applicable law, rule or regulation (including rules and regulations from self-regulatory organizations, as well as privacy and data protection laws) to the extent such costs, fees and expenses directly relate to an ICONIQ Private Fund's activities, including costs, fees and expenses incurred in connection with reporting, licensing, registration requirements and regulatory filings each directly related to an ICONIQ Private Fund's activities (including, for example, Form PF, Schedules 13D or 13G, Form 13F, Form 13H and Forms 3, 4 and 5);(vi) legal, accounting, audit, valuation, due diligence, tax compliance, regulatory compliance, anti-money laundering and "know your client" compliance,

custodial, fund administration and other professional fees (including the reasonable costs of in-house legal, compliance, accounting and tax professionals employed by ICONIQ Capital and its affiliates to the extent they provide services that otherwise would have been provided by third party attorneys, compliance professionals or accountants, as determined by ICONIQ Capital in good faith); (vii) the fees of third-party experts and consultants (including “expert network” and similar expenses) retained by ICONIQ Capital or its affiliates to provide services that relate to the operation of a client, the client’s investment program, specific investment opportunities or the client’s trading and investing activities (including the fees of professional search and staffing firms); (viii) banking, commitment, brokerage, broken-deal, registration, qualification, finders, depositary and similar fees or commissions, including fees, commissions, allocations and expenses paid or reimbursed to an external trading desk or to third-party sponsors and others by, or in respect of, a client’s portfolio investments; (ix) transfer, capital and other taxes, as well as charges, duties, fees, and any other costs (including broken-deal, unconsummated deal and similar costs) incurred in acquiring, holding, selling or otherwise managing or disposing, or hedging against changes in the value, of a client’s assets or obligations; (x) insurance premiums, including expenses for liability insurance, including directors and officers liability insurance, and other insurance expenses, indemnifications, costs of litigation (including the amount of any judgment or settlement in connection therewith) and other extraordinary expenses; (xi) costs of financial statements, including audits thereof, and other reports to partners and investors as well as costs of all governmental returns, reports and other filings; (xii) costs of meetings of the investors, including the reasonable travel and other out-of-pocket costs incurred by the general partner of a fund in attending such meetings; (xiii) financing fees and costs, including interest expenses and the repayment of amounts outstanding (including amounts owed under a commitment facility); (xiv) costs and expenses of sourcing, negotiating, structuring, acquiring, holding, managing, maintaining and disposing of a client’s portfolio investments (including portfolio investments that are not actually made) including amounts paid to or for the benefit of portfolio funds other than as capital contributions thereto or in exchange for securities issued thereby, as well as expenses associated with approving and processing any transfers of ICONIQ Private Fund or External Fund’s interests; (xv) management fees and any other fees or performance-based compensation (such as carried interest, promote, incentive fees and performance allocations or fees) paid in respect of portfolio funds (whether paid to third parties or to affiliates of ICONIQ Capital); (xvi) property management fees or other compensation paid in connection with real estate investments; (xvii) advertising, public notice and marketing costs and expenses (including expenses relating to the use of data rooms or similar platforms), including costs and expenses associated with traveling for marketing purposes, and costs and expenses associated with marketing fund interests in non-U.S. jurisdictions (including the costs and expenses of complying with non-U.S. marketing regimes; for example, costs and expenses associated with notifying, registering or seeking approval pursuant to, or otherwise complying with requirements deriving from, EU Directive 2011/61/EU on Alternative Investment Fund Managers (as implemented in each member state of the European Economic Area, and in respect of the United Kingdom, as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended)) and Swiss laws on collective investment schemes and financial services (including registration or similar fees thereunder)); (xviii) costs and expenses associated with preparing a client’s tax returns, making tax elections and determinations, and similar activities; (xix) costs and expenses associated with the organization and maintenance of holding vehicles or other investment conduits or subsidiaries of a fund; (xx) fees and expenses associated with guidance on impactful philanthropy; (xxi) costs

and expenses associated with the organization and maintenance of feeder funds and the intermediate entities; (xxii) taxes and other governmental charges imposed upon a client as an entity (rather than solely as a withholding agent) and all expenses incurred in connection with any tax audit, investigation, review or settlement; (xxiii) all costs and expenses incurred in relation to obtaining waivers, consents or approvals pursuant to a fund's partnership agreement and all reasonable costs and expenses of and/or incidental to, the preparation of amendments to that fund's partnership agreement; (xxiv) all fees and expenses of any independent review committee (as defined in a relevant fund's offering documents), limited partnership advisory committee (as defined in a relevant fund's offering documents), or similar body, including related expenses such as liability or other insurance for the members thereof and the reasonable travel and other out-of-pocket costs incurred by the members thereof in attending their respective meetings; and (xxv) any other expenses not listed in the preceding clauses (i) through (xxiv) that are not normal operating expenses of ICONIQ Capital or its affiliates.

This list is not exhaustive and expenses charged to different clients vary.

To the extent that expenses to be borne by a client are paid by ICONIQ Capital or its affiliates, such expenses can be reimbursed or offset against other monies.

*Multiple Layers of Fees.* As discussed above, when we advise or cause our Managed Account Clients to invest their assets in External Funds, External Portfolio Managers, or ICONIQ Private Funds, our Managed Account Clients are subject to multiple layers of fees and expenses, including (i) management or advisory fees payable to ICONIQ Capital, (ii) performance compensation payable to ICONIQ Capital or one of its affiliates, and (iii) the management fees and performance-based compensation assessed by an External Fund, an External Portfolio Manager, or by an ICONIQ Private Fund. Managed Account Clients also will generally bear, directly or indirectly, a portion of the expenses, including transaction costs, of the External Portfolio Manager, External Fund and ICONIQ Private Fund in which they invest, in addition to any expenses that are directly assessable. Companies in which an External Fund, an ICONIQ Private Fund, or a Managed Account Client invest incur their own expenses, which will reduce the return that a client ultimately realizes.

We are incentivized to advise or cause our Managed Account Clients to invest their assets in ICONIQ Private Funds to, among other things, increase the assets under management of those funds, which can also increase the overall amount of fees and other compensation payable to ICONIQ Capital or affiliates thereof and, as applicable, portfolio companies of ICONIQ Private Funds.

*Non-Advisory Services.* We separately charge for non-advisory services at rates that are individually negotiated, including for non-advisory management and consulting, as well as for assistance with impactful philanthropy. The fees for our services related to philanthropy are not generally tax-deductible, although the resulting charitable contributions may be tax-deductible.

*Dual-Hatting and Expense Sharing.* For a variety of reasons, we may share personnel, services or facilities with portfolio companies in which the ICONIQ Private Funds or other vehicles have invested. In other situations, the direct and indirect expenses associated with shared personnel, services or facilities will be apportioned among ICONIQ Capital and the related client accounts in

an appropriate manner, upon disclosure to and, where required, consent of the affected client accounts.

*Borrowing Expenses.* The governing documents of many ICONIQ Private Funds have provisions that allow them to borrow money for investment and other purposes. Such borrowings may be made prior to capital being called from an ICONIQ Private Fund's investors. This mechanism may defer investor capital calls and provides a form of leverage that can have the effect of amplifying an ICONIQ Private Fund's reported net internal rate of return (IRR), particularly in the early years of an ICONIQ Private Fund's investment cycle. Such borrowings can also accelerate the date upon which an ICONIQ Private Fund's preferred return will be achieved for purposes of determining when the applicable general partner (or affiliates which earn carried interest) are entitled to begin receiving carried interest payments on distributions from an ICONIQ Private Fund. In accordance with the terms of the applicable governing documents of each ICONIQ Private Fund, interest payments and other fees and expenses incurred in respect of such borrowings are partnership expenses and such expenses will decrease an ICONIQ Private Fund's net returns over time.

*Broken Deal Expenses.* Broken deal expenses will generally be borne solely by the ICONIQ Private Funds, even if co-investors were being sought or, in some cases, have agreed to participate had the transaction been consummated. Such co-investors may include those with whom ICONIQ Capital has pre-existing relationships, as well as co-investors that have participated in other completed transactions. By generally bearing the broken deal expenses, the ICONIQ Private Funds provide a potential benefit to other co-investors in the ICONIQ Private Funds' investments. Please see Item 8, *Methods of Analysis, Investment Strategies and Risk of Loss*, below for additional information on allocation of broken deal expenses.

### **C. Payment of Fees**

Client payment practices vary depending on the specific arrangement with a client. We generally deduct our fees and the Additional Fees directly from one or more accounts holding Managed Account Client assets by directing the relevant Custodian to remit the appropriate amounts directly to us (or to any External Portfolio Manager). We or one of our designees (usually the account Custodian) will disburse such amounts to the relevant parties as compensation for the services provided under the client's agreement with us, as well as that of any External Portfolio Manager. If there is not enough liquid cash in its accounts, we will often instruct the relevant Custodian to liquidate the necessary positions in such accounts to cover the amount of the fees under our agreement with a Managed Account Client or an External Portfolio Manager agreement.

Investors in ICONIQ Private Funds are charged and assessed any applicable management fees and performance fees or allocations in accordance with the terms detailed in each ICONIQ Private Fund's constituent documents. Investors in an ICONIQ Private Fund should review that fund's constituent documents for complete details regarding payment of fees and expenses.

### **D. Commissionable Securities Sales**

We do not sell securities or other investment products for a commission.

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

We charge and assess performance-based fees and allocations to investors in certain ICONIQ Private Funds, which we disclose in the offering disclosure or other documents relating to these ICONIQ Private Funds. We may also enter into agreements with Managed Account Clients that provide us with performance-based fees or allocations, which we reflect in the agreements with those clients or in comparable documents or communications. In addition, we charge and assess performance-based fees and allocations with respect to certain individual investment opportunities recommended or made available by us.

We structure any performance-based fee arrangement to comply with the Investment Advisers Act of 1940 (the “Advisers Act”), including Rule 205-3 thereunder. In addition, we recommend investments in External Funds and engagements of External Portfolio Managers, which in certain circumstances will charge performance-based fees that will be borne directly or indirectly by clients.

Differences in our compensation arrangements among investors and clients, particularly when some investors pay performance-based compensation and others do not, creates an incentive for us to allocate investment opportunities to those clients or investors who pay higher compensation. To seek to address this conflict of interest, among other actions, we seek to clarify the scope of our advisory engagements with Managed Account Clients and allocate investment opportunities among our clients and investors in accordance with our allocation policy see Item 11.D. (*Allocation Policy*).

## **Item 7. Types of Clients and Account Requirements**

Our Managed Account Clients include, without limitation:

- family offices;
- individuals and high net worth individuals;
- trusts, estates or charitable organizations;
- corporations, limited liability companies and/or other business types; and
- private pooled investment vehicles.

We generally work with Managed Account Clients whose net worth is \$25,000,000 or more. However, we can accept clients of any net worth, and on occasion work with clients whose net worth is below this threshold.

We also sponsor, manage, and advise the ICONIQ Private Funds. The investment requirements for those funds vary. Generally, an investor in an ICONIQ Private Fund must invest a minimum of \$10,000. Additionally, each investor must be an “accredited investor”, and meet other criteria as specified in the constituent documents of each of the ICONIQ Private Funds.

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

### **A. Methods of Analysis and Investment Strategies**

*Methods of Analysis.* We utilize a variety of analysis methods across our business. At any time, we (directly or through an External Fund or an External Portfolio Manager) may utilize fundamental, technical, and cyclical tools or techniques for our clients.

*Investment Strategies We May Use.* Similarly, we employ a wide variety of investment strategies across our client base. Strategies in use for client accounts at a given time will include some or all of the following:

- Long term purchases (securities held at least a year);
- Short term purchases (securities sold within a year);
- Trading (securities sold within 30 days);
- Short sales;
- Margin transactions;
- Option writing, including covered options, uncovered options or spreading strategies;
- A variety of asset allocation vehicles and strategies; and
- Investing in collective investment vehicles.

External Portfolio Managers, External Funds, and ICONIQ Private Funds recommended by us employ methods of analysis and investment strategies that are identified in the appropriate and relevant documents, which may include an External Portfolio Manager's Form ADV Part 2A or the constituent documents of an investment fund.

The foregoing is not a comprehensive list of the methods of analysis and strategies that may be employed by us, nor are the descriptions necessarily the only ways in which the methods of analysis and strategies may be implemented.

### **B. Material, Significant or Unusual Risks Relating to Investment Strategies**

The following risk factors do not purport to be a complete list or explanation of the risks involved with the investment advisory services we provide to clients (including Managed Account Clients and ICONIQ Private Funds). These risk factors include only those risks we believe to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by us.



### General.

*Investing in securities involves risk of loss that clients should be prepared to bear.* While the security values may increase and client account(s) could enjoy a gain, it is also possible that the values may decrease and client account(s) could suffer a loss. All investments made or recommended by us for clients involve the risk of the loss of capital. Our clients' accounts may utilize investment techniques such as margin transactions, short sales and option transactions, which can, in certain circumstances, magnify both the gains and losses to which our clients' accounts may be subject. It is important that clients understand the risks associated with investing in securities, are appropriately diversified in investments, and ask us any questions they may have.

*Investment and Due Diligence Process.* Before making investments, we will conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting and legal issues. When conducting due diligence and making an assessment regarding an investment, we will rely on the resources reasonably available to us, which in some circumstances, whether or not known to us at the time, may not be sufficient, accurate, complete or reliable. Due diligence may not reveal or highlight matters that could have a material adverse effect on the value of an investment.

*Cyber Security.* With the increased use of connected technologies to conduct business, ICONIQ Capital, the ICONIQ Private Funds, the service providers of the ICONIQ Private Fund(s), and the underlying investments made by all of our clients are susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events and may arise from external or internal sources. Cyberattacks include, but are not limited to, stealing or corrupting data maintained online or digitally, preventing legitimate users from accessing information or services on a website, releasing confidential information without authorization, and causing operational disruption. Cyber incidents affecting ICONIQ Capital, the ICONIQ Private Funds, the service providers of the ICONIQ Private Fund(s), and the underlying investments made by our clients have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the release of client and investor information or confidential business information, interference with the ability to calculate the value of our clients' investments, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines or penalties, reputational damage, or additional compliance costs. Service providers to Managed Account Clients face similar risks and challenges. We will seek to implement safeguards to protect our clients against cyberattacks; however, there can be no assurance that we will be successful in preventing the occurrence of cyberattacks or mitigating the impact of cyberattacks.

*Data Privacy Legislation.* ICONIQ Capital and the ICONIQ Private Funds are subject to various laws and regulations related to privacy and data protection. Such rules and regulations consist of the Cayman Islands Data Protection Law, Regulation (EU) 2016/679 (known as the General Data Protection Regulation, as it applies in the European Economic Area, and in respect of the United Kingdom, as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and as supplemented by the Data

Protection Act 2018 (as amended)) and similar laws of other non-U.S. jurisdictions. In addition, numerous U.S. states, including the State of California, have adopted or are considering state privacy and data protection laws. Future jurisdictions may adopt additional laws and regulations the scope and terms of which is not currently clear. Several of these laws and regulations contain substantial financial penalties or the potential for substantial liabilities for violations of them even if such violations are unintentional or inadvertent. Thus, the an ICONIQ Private Fund may incur substantial liabilities if it, the general partner of the ICONIQ Private Fund or ICONIQ Capital is determined to have breached a data protection law or regulation. Even though the ICONIQ Private Funds will endeavor to comply with such laws and regulations, many of them are new and interpretations of some of their provisions are not yet clear. In addition, a number of the laws and regulations contain subjective elements which could allow a regulator or third party to challenge the ICONIQ Private Fund's compliance efforts and determinations even if they were made in good faith.

*Sub-Advisers.* We may engage third-party investment advisers to assist us with making investment decisions for our client accounts. We do not control these sub-advisers and, notwithstanding our due diligence prior to engaging a sub-adviser and our subsequent, periodic monitoring of that sub-adviser, failure by the sub-adviser to perform its duties or otherwise satisfy its obligations to our clients could have a material adverse effect upon such clients.

*Co-Investments with Third Parties.* We cause our clients to co-invest with third parties. Third-party involvement with an investment may negatively impact the returns of such investment if, for example, the third-party co-venturer has financial difficulties, has economic or business interests or goals that are inconsistent with those of our client or is in a position to take (or block) action in a manner contrary to such client's investment objective. In circumstances where such third parties involve a management group, such third parties may enter into compensation arrangements relating to such investments, including incentive compensation arrangements. Such compensation arrangements will reduce the returns to participants in the investments.

*Financial System Disruption.* ICONIQ Capital, our Managed Account Clients, the ICONIQ Private Funds and the ICONIQ Private Funds' portfolio companies are dependent on unaffiliated financial industry participants, including banks, broker-dealers, clearing houses, securities firms, exchanges and other financial institutions, to conduct their business. A disruption or shock in the financial industry or markets (as last occurred in the first quarter of 2023 with multiple banks entering receivership or otherwise seeking assistance; such a disruption or shock being a "Financial Disruption Event") could adversely affect any of these financial institutions, which in turn could have material adverse consequences for ICONIQ Capital, its Managed Account Clients, the ICONIQ Private Funds or the ICONIQ Private Funds' portfolio companies. The severity of this risk could be increased by any exclusive arrangements entered into with these financial institutions.

A Financial Disruption Event affecting a bank or financial institution that has custody of Managed Account Client or ICONIQ Private Fund assets could adversely impact the value or integrity of those assets and the ability to retrieve and secure such assets. The affected Managed Account Client or ICONIQ Private Fund may experience delayed access to deposits or other financial assets or an uninsured loss of those deposits or other financial assets.

In particular, if ICONIQ Capital or an affiliate has a banking relationship (for example, a payroll account) with a bank or other financial institution that experiences a Financial Disruption Event, our ability to manage or operate consistent with past business practices could be negatively impacted, potentially resulting in a disruption in operations.

Many of the ICONIQ Private Funds are structured as commitment vehicles. To the extent that a significant number of the limited partners or investors in such funds have banking relationships with a bank or financial institution that experiences a Financial Disruption Event, those limited partners may be unable to satisfy their capital contribution obligations in a timely manner. Such situations could result in losses and other disruptions to the ICONIQ Private Funds and, ultimately, losses to investors.

Companies in which our Managed Account Clients and ICONIQ Private Funds invest typically have their own banking or other relationships with banks and other financial institutions that present many of the same risks described above. In addition, a portfolio company that is unable to access a credit line because its bank experiences a Financial Disruption Event may require bridge or other temporary financing from a Managed Account Client or ICONIQ Private Fund to meet its payroll or other obligations. Such transactions may reduce the capital availability of the Managed Account Client or ICONIQ Private Fund to make other investments and may result in overall reduced returns to the Managed Account Client or ICONIQ Private Fund. Moreover, if a letter of credit or other form of credit support was being provided to a portfolio company by a financial institution that experiences a Financial Disruption Event, such portfolio company may be in default of other obligations it may have requiring such letter of credit or credit support to be maintained.

The risks described in these paragraphs also apply to the External Funds and accounts managed by External Portfolio Managers.

*Assumption of Catastrophe Risks.* Our clients may be subject to the risk of loss arising from direct or indirect exposure to various catastrophic events, including the following: hurricanes, earthquakes and other natural disasters; war, terrorism and other armed conflicts; cyberterrorism; major or prolonged power outages or network interruptions; and public health crises, including infectious disease outbreaks, epidemics and pandemics. To the extent that any such event occurs and has a material effect on global financial markets or specific markets in which our clients participate (or has a material effect on locations in which ICONIQ Capital operates) the risks of loss can be substantial and could have a material adverse effect on our clients. Furthermore, any such event may also adversely impact the financial condition of one or more individual investors in those ICONIQ Private Funds with periodic liquidity options, which could result in substantial withdrawal requests by such investors as a result of their individual liquidity situations and irrespective of the performance of those funds.

*Epidemics.* Occurrences of epidemics, depending on their scale, may cause different degrees of damage to the national and local economies within a strategy or account's geographic focus. Global economic conditions may be disrupted by widespread outbreaks of infectious or contagious diseases, and such disruption may adversely affect a strategy or account and its potential returns. For example, the continuing spread of COVID-19 has had and may continue to have an adverse effect on the value, operating results and financial condition of some or all

of our portfolio companies, as well as the ability to source and execute target investments. The progress and outcome of the current COVID-19 outbreak remains uncertain.

*European Instability.* Recent events, including the invasion of Ukraine by Russia, have interjected uncertainty and volatility into global financial markets. It is possible that any fallout from the Ukrainian conflict will have effects on other European countries as such countries address cross-border refugee movements and other potential threats. A number of countries including the United States and certain European nations have imposed sanctions on Russia and businesses affiliated with that country. The long-term impact of these sanctions remains unclear, although they may prove to limit potential investment opportunities and may impair cash flow that is material to an investment if third parties doing business with a company underlying an investment are sanctioned parties. The regulatory framework of sanctions is often complex and at times counter-intuitive. It is possible that the fund might have exposure to transactions that directly or indirectly involve sanctioned parties and may pose liability and compliance risks to the ICONIQ Private Funds.

*Non-U.S. Investments.* Investing in the securities of companies (and, from time to time, governments) outside of the United States involves certain considerations not usually associated with investing in securities of U.S. companies or the U.S. government, including political and economic considerations, such as greater risks of expropriation, nationalization, confiscatory taxation, imposition of withholding or other taxes on interest, dividends, capital gains, other income or gross sale or disposition proceeds, limitations on the removal of assets and general social, political and economic instability; the relatively small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; the evolving and unsophisticated laws and regulations applicable to the securities and financial services industries of certain countries; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict our clients' investment opportunities. In addition, accounting and financial reporting standards that prevail outside of the U.S. generally are not as high as U.S. standards and, consequently, less information is typically available concerning companies located outside of the U.S. than for those located in the U.S. As a result, we may be unable to structure our clients' transactions to achieve the intended results or to mitigate all risks associated with such markets. It may also be difficult to enforce such clients' rights in such markets. For example, securities traded on non-U.S. exchanges and the non-U.S. persons that trade these instruments are not subject to the jurisdiction of the SEC or the CFTC or the securities and commodities laws and regulations of the U.S. Accordingly, the protections accorded to our clients under such laws and regulations are unavailable for transactions on non-U.S. exchanges and with non-U.S. counterparties. Similar concerns for investors arise with respect to investments made by the ICONIQ Private Funds.

*Long-Term.* The success of our long-term investment strategies depends upon the ability to identify and make investments that are undervalued and hold such investments so as to maximize value on a long-term basis. In pursuing any long-term strategy, we may forego value in the short-term or temporary investments in order to be able to avail our clients of additional and/or longer-term opportunities in the future. Consequently, we may not capture maximum available value in the short-term, which may be disadvantageous, for example, for clients who withdraw all or a portion of their capital before such long-term value may be realized.

*Litigation Risk.* Some of the tactics that ICONIQ Capital may use involve litigation. Clients could be a party to lawsuits either initiated by it, or by a company in which they invest, other shareholders of such company, or U.S. federal, state and non-U.S. governmental bodies. There can be no assurance that any such litigation, once begun, would be resolved in favor of our clients.

*Information Sources.* We receive our information from account Custodians, broker-dealers, External Portfolio Managers, and other parties and while such information is believed to be accurate and reliable, we cannot guarantee it; to the extent that erroneous information is provided to us by External Portfolio Managers or managers of External Funds, other advisers, broker-dealers, account Custodians or other parties, there may be errors that result in losses and ICONIQ Capital will not be responsible for any such inaccuracies.

*Increased Regulatory Oversight.* Increased regulation (whether promulgated under securities laws or any other applicable law) and regulatory oversight of and changes in law applicable to private investment funds and their managers may impose administrative burdens on ICONIQ Capital and any External Portfolio Managers, including responding to examinations and other regulatory inquiries and implementing policies and procedures. Recently, regulators in the United States and other countries have shown particular interest in funds engaging in systematic, quantitative and so-called “high-frequency” trading, which could increase the risk of administrative burdens being placed on us and certain External Portfolio Managers. Such administrative burdens may divert ICONIQ Capital’s or the External Portfolio Managers’ time, attention and resources from portfolio management activities to responding to inquiries, examinations and enforcement actions (or threats thereof). Regulatory inquiries often are confidential in nature, may involve a review of an individual’s or a firm’s activities or may involve studies of the industry or industry practices, as well as the practices of a particular institution.

*Conflicts of Interest Related to Our Unique Investment Program.* ICONIQ Capital was founded on a vision of providing traditional advisory functions to a client base made up of leaders in the venture capital and growth capital space, but utilizing those client relationships to create a community that provides networking, educational, philanthropic, and investment opportunities to ICONIQ Capital, to our clients and to other persons associated with us. We believe that our business model is unique and, as such, current and prospective clients (and current and prospective investors in the ICONIQ Private Funds) should understand that we face a significant number of conflicts of interest, some of which are described in this Item 8, and others of which are discussed in other parts of this Brochure (including Items 5, 6, 10, 11 and 14), as well as in any private placement memorandum or subscription materials that we may distribute to investors.

*Allocation Conflicts: Diversity in our Client Base.* We have a variety of clients with different investment objectives (including Managed Account Clients such as individuals, families, formal family office structures, foundations, and other institutions) and a variety of fee arrangements. We also advise these Managed Account Clients at the same time that we manage the ICONIQ Private Funds (in which many of our Managed Account Clients invest), which results in conflicts when making allocation determinations.

*Allocation Conflicts: Limited Opportunities.* We are regularly faced with situations where we have to allocate limited investment opportunities across our client base, which implicates a number of issues and raises conflicts. Some opportunities, for example, simply will not be suitable or desirable for a given client, but determinations of suitability or desirability are and will be, at least in part, subjective. We often are in situations where – for a variety of reasons – we may be required or incented to maximize the amount of an opportunity offered to certain clients. At times, we are incented to allocate opportunities to clients that are more financially or strategically important to ICONIQ Capital or more strategically important to the ICONIQ Capital network, at the expense of other clients, especially where we believe that those clients’ participation in an investment will better the chances of its success.

Clients and prospective clients should understand that we are not obligated to (and often we will not) allocate opportunities on a pro rata basis, or at all, across client accounts. Managed Account Clients and prospective clients should understand that they have contracted for a specific scope of services and do not generally have any right to invest in any particular investment opportunity (including the ability to invest in the ICONIQ Private Funds). Please also refer to Item 11.D, *Allocation of Investment Opportunities*, below for additional information on the allocation-related conflicts of interest we face.

*Conflicting Client Positions.* At times we will have clients that hold positions, or hold interests, that are mutually opposed, and where a decision that is in the best interests of one client would cause harm to another. While we will attempt to take steps to ensure that we do not intentionally create such conflicts, they can and do arise and remedial actions taken by ICONIQ Capital may not be feasible and in any event will not ensure that all of our decisions in such a conflict will be neutral. We may also utilize independent committees that are empowered to approve resolutions of conflicts, but in such a case an affected client or investor will be required to abide by the determination of a third party.

*Costs, Fees and Expenses of Third Party Consultants.* The ICONIQ Private Funds will bear the costs, fees and expenses of third-party consultants engaged by ICONIQ Capital to assist with the activities (including investment activities) of the ICONIQ Private Funds (“External Consultants”). External Consultants are and will be engaged to assist with matters that require skills or experience that ICONIQ Capital may or may not possess in-house (including to provide functions and services that fall within the scope of activities to be performed by the ICONIQ Capital itself). External Consultants include and may include, but are not limited to, providers of services that fall into one or more of the following categories: (i) analysis (including consultants focused on identifying, investigating, evaluating, managing, operating, monitoring, winding up, liquidating and disposing investment opportunities as well as other investment and research related activities); (ii) risk management; (iii) legal, compliance and sustainability-related matters; (iv) trading (including consultants dedicated to optimizing the investment manager’s investment strategies), brokerage and corporate access support; (v) portfolio manager and analyst development; (vi) portfolio finance and treasury; (vii) programming, application development and data and technology support consultants; (viii) corporate strategy, operational and other value creation; and (ix) other support consultants (e.g., administrative support consultants). The ICONIQ Private Funds will also bear the costs and fees related to the retention of External Consultants, including fees and expenses of recruiting and placement professionals, onboarding and prospective retention bonuses and

“buy outs” of benefit plans associated with prior employers, and similar expenses. This will result in higher expenses for the ICONIQ Private Funds and lower returns for the ICONIQ Private Funds investors.

Because the ICONIQ Private Funds generally do not bear the normal operating expenses of the general partner of the ICONIQ Private Funds or ICONIQ Capital but are responsible for the fees and expenses of External Consultants, ICONIQ Capital is incentivized to engage External Consultants—instead of hiring or retaining its own employees—in order to decrease ICONIQ Capital’s expenses (and thereby increase ICONIQ Capital’s profitability). Additionally, engagements of External Consultants will not be subject to any notice or approval requirements of the ICONIQ Private Funds themselves or the ICONIQ Private Funds investors. All of this presents a conflict for ICONIQ Capital which should be assessed by prospective ICONIQ Private Funds investors.

*Timing Conflicts.* We commonly have situations where a large number of clients want to effect the same transaction at the same time (e.g., when freely tradable securities are distributed by an ICONIQ Private Fund to Managed Account Clients following the expiration of a post-IPO lock-up) but the liquidity of the market is limited. We have policies and block trading protocols that are designed to handle these kinds of situations, but they are not perfectly objective, may not operate as designed, and will not serve to eliminate all conflicts. Please also refer to Item 12.B, *Order Aggregation*, below for additional information on concurrent authorizations.

*MNPI Trading Restrictions.* The nature of our business exposes us and our personnel to a higher risk of receiving material, non-public information (“MNPI”) than is the case with many other investment advisers. In addition, ICONIQ Principals and employees will be on boards of directors or hold other positions that will cause them to be deemed to be company insiders. As a result, we may have a relatively large number of issuers on our restricted list. While we believe that our broad and deep business, combined with a client population characterized by a high proportion of public company insiders, is a net benefit, the risk of ICONIQ Capital being unable to make recommendations for clients regarding, or to transact in a particular issuer, perhaps for indefinite periods of time, is a material consideration for current and prospective clients and investors.

*Principal Investment Opportunities.* Our business model presents conflicts of interest that involve our Principals and other key employees and advisors and which are not commonly faced by other investment advisers. For example, our Principals and key employees are often approached with opportunities to make investments in their individual capacities, and we feel that allowing many categories of these personal investments leads to increased investment opportunities for our clients in the future. While some of these opportunities do not conflict with the investment programs of the ICONIQ Private Funds or other client accounts (e.g., small angel and other early-stage investments), others may fall within the investment programs of one or more of our clients and when that happens, we have a conflict of interest. We have personal trading and allocation policies that are designed to address these situations, but assessments of these opportunities are inherently subjective; current and prospective clients and investors should understand that investment opportunities are and may be offered to (and are and may be accepted by) our Principals and investors without being offered to our clients.

*Preexisting Principal Positions.* Our Principals, other key employees and advisors will, at times, hold positions in companies that we are considering causing our clients to invest in. As a result of our prominent position among growth capital and technology firms, this situation is likely to be more common at ICONIQ Capital than it is at other investment advisers. While we consider this industry involvement to be an advantage, we do recognize that this situation constitutes a conflict of interest. Firm personnel in an advisory capacity may, for example, be incented to cause an ICONIQ Capital client account to invest in a firm on terms that would be less favorable to our client and would be expected to benefit the value of pre-existing investments. While we believe that our investment decision-making process would operate to mitigate any such conflict, prospective and current clients and investors should be aware of this conflict.

*Early-Stage Investment Opportunities.* We are often presented with “angel” and other promising early-stage investment opportunities that fall outside of the scope of the ICONIQ Private Funds and may not otherwise be suitable or desirable for our other client accounts. Determinations of suitability or desirability of such investment opportunities are and will be, at least in part, subjective. These opportunities may be offered to our Principals, other employees and/or clients that are more financially or strategically important to ICONIQ Capital or more strategically important to the ICONIQ Capital network (and not offered to other clients). As a result, our Principals and certain clients at times hold positions in growth capital and technology firms that we are considering causing the ICONIQ Private Funds and Managed Account Clients to invest in. This situation constitutes a conflict of interest, as we may, for example, be incented to cause an ICONIQ Capital client account or an ICONIQ Private Fund to invest in a firm on terms that would be less favorable to our client or an ICONIQ Private Fund than the terms by which such Principal or client previously invested in and would be expected to benefit the value of preexisting investments, including the possibility of investing in “down rounds.”

*Non-Competition and Similar Agreements.* Partners or affiliates of ICONIQ Capital may, in connection with their management of certain clients or otherwise, enter into (or have entered into) non-competition or similar agreements that effectively preclude other clients from taking advantage of certain investment acquisition or disposition opportunities or otherwise adversely impact such clients.

*Investments in Companies Controlled by Clients.* ICONIQ Capital is subject to a variety of conflicts of interest arising from ICONIQ Capital’s private wealth management services for high net worth individuals and their affiliates. For example, individual advisory clients of ICONIQ Capital may control, serve as directors or officers, or may hold interests in, companies in which ICONIQ Capital proposes to cause other clients to invest. Because of ICONIQ Capital’s direct relationship with such individuals and their affiliates, ICONIQ Capital has a greater incentive to cause the fund to invest in such companies than it otherwise would.

*Investment Management Services for Portfolio Companies.* ICONIQ Capital provides, and may in the future provide, advisory and other services to portfolio companies, affiliates of portfolio companies, and other entities that an ICONIQ Private Fund or other client has invested in (the agreements governing such arrangements being “Subsidiary IMAs”). ICONIQ Capital and its affiliates receive compensation (which can include incentive compensation)



under Subsidiary IMAs, which can be significant and which generally will not be shared with clients and which will not offset or reduce other amount owing to ICONIQ Capital and its affiliates. In other words, a fund or account advised by ICONIQ Capital or one of its affiliates may invest in a company that, in turn, engages ICONIQ Capital or one of its affiliates to provide investment management (or other) services to that company, with no requirement for ICONIQ Capital or the relevant affiliate to effect any rebate, discount, offset, or other benefit to the investing client.

These situations present a conflict of interest for ICONIQ Capital as the investors in the ICONIQ Private Fund and the Managed Account Clients generally will not have any ability to review or approve the terms of the Subsidiary IMA; while ICONIQ Capital intends for the terms of all Subsidiary IMAs to be on an arm's length basis in regards to compensation and other terms, each such determination will be subjective and (as it will be made by ICONIQ Capital or one of its affiliates) inherently conflicted. These situations are also conflicted in that ICONIQ Capital and its affiliates have an incentive to cause the ICONIQ Private Funds and Managed Account Clients to make investments that are likely to result in Subsidiary IMA engagements; to the extent that this results in ICONIQ Private Fund or Managed Account Client capital being allocated away from more profitable opportunities, performance would be adversely affected. ICONIQ Capital recognizes the conflicts in these situations and relies upon its compliance and conflicts policies to manage potential and actual conflicts.

*Certain Distributions in Kind.* ICONIQ Private Funds may determine to make distributions in kind to investors consisting of securities in which Managed Account Clients, other ICONIQ Private Funds or ICONIQ Capital hold positions or interests (e.g., through holding positions or interests in the relevant securities or through holding positions or interests related to, or affiliated with, the relevant securities) in a conflict situation where general partner of the ICONIQ Private Fund is incentivized to distribute the securities in kind, rather than dispose of the securities and make distributions in cash, to mitigate any adverse impact on Managed Account Clients, other ICONIQ Private Funds or ICONIQ Capital that could result from a disposition of such securities.

In other situations, the general partner of the ICONIQ Private Fund may determine to make sales or distributions in kind of securities in which Managed Account Clients, other ICONIQ Private Funds or ICONIQ Capital hold positions or interests at a time that is consistent with the best interests of one or more Managed Account Clients, other ICONIQ Private Funds or ICONIQ Capital. This could, for example, be done in a situation where the general partner or its affiliates effect a coordinated or pro-rata distribution of securities across accounts, or in a situation where some accounts sell the relevant securities and identical securities are distributed in kind to investors in other accounts (where such investors may then make individual decisions with respect to any disposition of such securities).

In addition, limitations on the sale of securities distributed in kind, or fluctuations in the value of securities distributed in kind, could be attributed to ICONIQ Capital's management or disposition of such positions or interests held by Managed Account Clients, other ICONIQ Private Funds or ICONIQ Capital.

*Size of Investment Manager Interest in ICONIQ Private Funds.* The percentage ownership held by ICONIQ Capital and its affiliates, our personnel and our advisors in the ICONIQ Private Funds is not fixed and the proportion of a given entity's capital held by us and our affiliates, our personnel and our advisors will vary substantially across the ICONIQ Private Funds, for a variety of reasons.

*Side Letters in Connection with Investments in ICONIQ Private Funds.* As noted in Item 4 above, in connection with or as a condition to an investor's agreement to invest in an ICONIQ Private Fund, the ICONIQ Private Fund or its general partner may from time to time enter into a "side letter" or similar agreement with an institutional or other investor pursuant to which the ICONIQ Private Fund or its general partner grants the investor specific rights, benefits or privileges that are not generally made available to all investors (a "Side Letter"). Such rights, benefits or privileges include waivers or discounts on management fees and/or carried interest, "most favored nation" clauses, preferential access to co-investment opportunities, the right to be excused from participating in certain investments made by the ICONIQ Private Fund, notice rights upon the occurrence of certain events, seats on the ICONIQ Private Fund's limited partner advisory committee, specialized or additional reporting rights, rights related to tax treatment, rights related to regulatory matters, rights related to immunities or indemnification, rights related to the ability of the investor to transfer its interest in the ICONIQ Private Fund, additional representations and warranties from the ICONIQ Private Fund, its general partner and/or ICONIQ Capital, modifications to the subscription agreement and other benefits. While the ability of an ICONIQ Private Fund or its general partner to enter into a Side Letter or similar agreement affording preferential rights to certain investors is generally disclosed to other investors in the ICONIQ Private Fund, the terms of such Side Letters or similar agreements are generally not disclosed to other investors in the ICONIQ Private Fund, except to investors that have separately negotiated for the right to review such agreements.

*"Recycling" of Capital Invested in ICONIQ Private Funds.* ICONIQ Capital has the right to recall (or "recycle") certain distributed amounts, including in respect of returned fees and expenses and returned capital, in accordance with an ICONIQ Private Fund's governing documents. Accordingly, during the term of an ICONIQ Private Fund, an investor may be required to make capital contributions in excess of its commitment. Any such reinvestment would limit early distributions to investors, and to the extent such recalled or retained amounts are reinvested, an investor will remain subject to the investment and other risks associated with such investments. As a result, reinvestment could increase the risk of investing in an ICONIQ Private Fund. Additional investments resulting from recycling have the potential to increase investment returns to investors (and reduce the effective burden of management fees assessed on the basis of commitments during the ICONIQ Private Fund's commitment period) to the extent such investments are profitable. However, there can be no assurance that any such investment will have a positive return. Further, any such additional investments will have the effect of increasing the management fee borne by investors following the investment period, and as a result ICONIQ Capital may face a conflict of interest with respect to such additional investments insofar as it is incited to deploy recycled capital in additional investments when it might not otherwise have done so.

*Broken Deal Expenses.* Co-investors in one or more specific investments will not necessarily be required to share in the broken-deal expenses, either with respect to a co-investment

opportunity that is not consummated or with respect to other potential investments that may be offered to the ICONIQ Private Funds. This includes co-investors with whom ICONIQ Capital has pre-existing relationships, as well as co-investors that have participated in other completed transactions. Such co-investors participate in and benefit from the general sourcing of transactions by the ICONIQ Private Funds and ICONIQ Capital.

### **C. Risks Associated with Particular Types of Securities**

We do not recommend a particular type of security to our clients, but, rather, we generally recommend and invest in multiple categories of investment instruments. For example, the ICONIQ Private Funds have broad investment mandates, we recommend investments in a range of asset classes for Managed Account Clients, and we generally invest clients' cash balances in a range of instruments to seek to achieve the highest return on our client's cash balances through relatively low-risk conservative investments. Given the broad discretion we have in managing client assets, any one or more of the risks listed in this Item 8 may be incurred by a given client.

However, because it may be useful in understanding our investment program, set forth below is a non-exclusive list of certain risks related to securities and other instruments that may be utilized within our clients' portfolios:

*Risks Associated with Investments in External Funds and External Portfolio Managers.* ICONIQ Capital clients (including certain ICONIQ Private Funds) make direct investments with External Portfolio Managers and in External Funds, and ICONIQ Capital clients have exposure to such investments directly or indirectly through their respective investments in ICONIQ Private Funds (such as ICONIQ Access funds and the Building Blocks funds). Certain risks related to investments with External Portfolio Managers and in External Funds are listed below.

*Broad Investment Mandate Across Asset Classes, Investment Strategies and Geographies.* We generally are not subject to any investment restrictions, diversification requirements, or concentration limits in selecting External Fund investments or External Portfolio Managers for our clients, unless otherwise stated in a client's constituent documents. Many of our clients have a flexible investment policy that will allow a client to invest in External Funds or with External Portfolio Managers across all markets, strategies, geographies, categories of investments and legal structures including "closed end" funds within its investment program. We will recommend investments on the basis of information and data prepared by the issuers of such securities or their managers as well as third parties. Although we evaluate available information and data and seek independent corroboration when we consider it appropriate and when it is reasonably available, we are not in a position to confirm the completeness, genuineness or accuracy of such information and data.

Our discretionary Managed Account Clients and investors in the ICONIQ Private Funds will not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding the investments to be made by us and, accordingly, will be dependent upon our judgment and ability in investing and managing their capital. Each of our strategies includes making investments across a variety of product types and assets in a variety of geographic locations. Accordingly, we will need to attempt to maintain expertise, relationships and market knowledge across a broad range of product types and geographic regions and

clients will be subject to the market conditions affecting each such product type in various markets, including such factors as the local economic climate, business layoffs, industry slowdowns, changing demographics and local supply and demand issues affecting each such market. This multi-sector approach could require more management time, staff support and expense than that of an adviser whose focus is dedicated to a greater extent on a single product type than is contemplated by our investment program.

There is also no guarantee that we will be successful in this investment approach. Each External Fund's and External Portfolio Manager's strategy will involve a different set of complex risks, many of which are not described herein. Each prospective client and investor should make such investigation and evaluation of such risks as such investor concludes is appropriate.

*Long-Term Investment.* An investment in an External Fund is a long-term commitment and there is no assurance of any distribution to the investors in such External Funds. For example, investments in External Funds are expected to be privately held and as a result there will be no readily available secondary market for such investments. It is anticipated that there will be no readily available market for a substantial number of our clients' investments in External Funds. Typically, our clients may not be able to make a full or partial withdrawal from an External Fund pursuant to the terms of the partnership agreement or other organizational document of the External Fund and investments in External Funds will typically be subject to transfer restrictions. The terms of certain External Funds shall end following such External Fund's receipt of proceeds from the realization of its final portfolio investment. Therefore, the exact term of the applicable External Fund(s) will remain an unknown factor for our clients during the time of their investment.

*Investment Concentration.* Although diversification may be used as one of the tools of risk management for a client, we are not restricted as to the percentage of such client's assets attributable to any particular External Fund, External Portfolio Manager or market in order to optimize the risk-reward profile of such client. To the extent we concentrate a client's investments attributable to a particular External Fund, External Portfolio Manager, asset, issuer or market, such client's investments will become more susceptible to fluctuations in value resulting from adverse economic or business conditions affecting that particular External Fund, External Portfolio Manager, asset, issuer or market. In certain cases, the External Funds may acquire majority or greater interests in portfolio companies, which could further increase the vulnerability of such funds' portfolios.

*No Assurance of Profits or Appreciation.* It is anticipated that certain clients will invest in one or more External Funds, including any pooled investment fund to which such clients make a commitment or own securities of, and any co-investment or special purpose vehicle whose principal activity consists of making investments in various types of External Funds, as well as direct investments in portfolio companies. There is no assurance that the investments of the External Funds will be profitable. Any return on investment to such clients will depend upon successful investments made by such External Funds (which will in turn depend on the successful strategies of their External Portfolio Managers). There is no assurance that the External Funds will achieve results as strong as their respective historical investment

performance (if any). The External Funds may charge our clients significant “carried interest” or performance fees and a significant management fee.

*Conflicts Among External Fund Investors.* An investment in an External Fund by a Managed Account Client or an ICONIQ Private Fund will usually be made alongside numerous other investors who may have conflicting investment philosophies, investment timelines, tax situations and other interests with respect to their investments in the External Fund. Consequently, conflicts of interest may arise among such investors with respect to, among other things, the structure and nature of the External Fund’s investments and the timing of dispositions of the External Fund’s investments. In making decisions regarding the External Fund, including selecting and structuring investments and disposing of investments, the External Portfolio Manager will consider the investment and tax objectives of the External Fund and its investors as a whole. Other investors in an External Fund may be in a position to take (or block) action in a manner contrary to other investors’ investment objectives. This could result in a lower return on an investment in the External Fund for a Managed Account Client or an ICONIQ Private Fund than if it were the sole investor in the External Fund.

*Investors May Be Able to Invest in External Funds Directly at a Lower Cost than Investing Indirectly through an ICONIQ Private Fund.* An investor who meets the eligibility conditions imposed by an External Fund including minimum initial investment requirements, could invest directly in the External Fund, and conceivably pay a lesser amount of total fees. By investing in External Funds indirectly through an ICONIQ Private Fund, an investor bears both (i) a proportionate part of the asset-based fees and other expenses paid by such ICONIQ Private Fund to ICONIQ Capital, as well as other expenses of such ICONIQ Private Fund and (ii) also indirectly bears a portion of the asset-based fees, performance compensation and other expenses borne by such ICONIQ Private Fund as an investor in the External Funds. Managed Account Clients that invest in an External Fund pursuant to a recommendation from ICONIQ Capital or indirectly through an ICONIQ Private Fund also incur the management and other fees agreed to in the client services agreement with ICONIQ Capital.

*Risks Associated with External Fund Investments.* Gaining access to External Funds is difficult and there can be no assurance that we will be able to secure for our clients sufficient opportunities to invest in such funds. Competition for investment opportunities is intense and we will be competing for opportunities with pension funds, endowments, foundations, funds-of-funds, and other investors that have substantially larger pools of available capital, longer histories of investing in External Funds and other qualities that may make them more attractive to External Portfolio Managers. Identifying and selecting External Funds also is difficult and there can be no assurance that we will be able to identify and select high quality External Funds that offer investment opportunities within a client’s investment period or investment mandate. There are many reasons for this, including the following: (i) External Funds are managed by individuals who may leave or change their role within their fund management firms at any time; an External Portfolio Manager with an outstanding track record and reputation may become a fundamentally different firm at any time due to personnel changes; (ii) outstanding External Fund returns often are built upon a small number of successful investments relative to the total number of investments in a fund’s portfolio; in many cases, it is difficult to determine whether prior returns resulted from the investment practices and qualifications of individual External Portfolio Managers or completely unrelated factors; (iii) the skills,

practices and other qualifications that served as the basis for an External Portfolio Manager's success in prior years may cease to be relevant at any time due to changing technology or other market conditions; (iv) information regarding the internal operations of External Portfolio Managers is private and often closely guarded by the External Portfolio Managers themselves; in most cases, we will be making investment decisions on the basis of information that is incomplete or impossible to verify, and while such information is believed by us to be reasonably reliable, we cannot guarantee it, and we have not independently verified any of such information and there may be errors that result in losses and we shall have no liability for any inaccuracy or inadequacy thereof; (v) information regarding the investment track records of External Portfolio Managers and individual fund managers within those External Portfolio Managers often is difficult to assess because of the lack of generally accepted reporting standards within the fund management industry; and (vi) some External Portfolio Managers often are highly talented and accomplished individuals who have achieved great success in other domains, but whose ability to translate that success into fund-style investing will be unknown at the time an investment in their fund is made. Once we have identified an External Fund investment opportunity, and gained access to that opportunity, the terms and conditions of investment may not be ideal. In particular, the limited partnership agreements governing External Funds often contain provisions that are favorable to such funds' External Portfolio Managers. In many cases, we may lack sufficient leverage to negotiate for more balanced terms and conditions. Furthermore, generally neither we nor any of our clients will have any control over the activities of or decisions made by the External Funds or their External Portfolio Managers, nor any voting or other rights that may allow us to affect our interests or the interests of our clients. Such External Funds generally will be managed solely by their External Portfolio Managers.

Beyond the risks associated with access to, and selection and negotiation of, External Fund investments, prospective clients should consider operational risks regarding External Funds. Prospective investors in ICONIQ Private Funds should be aware that most of the risks they face with respect to each ICONIQ Private Fund will be faced by in a similar manner by such ICONIQ Private Fund with respect to its External Fund investments, if any.

*Risks Associated with Indirect External Funds' Investments.* Identifying and participating in attractive investment opportunities is difficult. There often will be little or no publicly available information regarding the status and prospects of External Funds and their underlying portfolio companies. Many investment decisions by us will be dependent upon our ability to obtain relevant information from non-public sources, and we often will be required to make decisions without complete information or in reliance upon information provided by third parties that is impossible or impracticable to verify. The marketability and value of each investment will depend upon many factors beyond our control. The External Funds may hold minority positions in portfolio companies or acquire securities that are subordinated vis-à-vis other securities as to economic, management or other attributes. The External Funds' portfolio companies may have substantial variations in operating results from period to period, face intense competition, and experience failures or substantial declines in value at any stage. Portfolio companies may need substantial additional capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms or may not be available at all. The External Funds' capital may be limited and may not be adequate to protect such External Fund from dilution in multiple rounds of portfolio company financing.

A portion of certain External Funds' investment portfolios will consist of securities issued by publicly traded companies (e.g., as the result of a direct investment in publicly traded securities, an initial public offering effected by a previously private portfolio company, acquisition of a private portfolio company by a publicly traded company, or as a result of distribution in-kind of publicly traded securities by an External Fund). The fact that an External Fund's portfolio company is publicly traded will not necessarily reduce the business and other risks associated with an investment in such company. For example, the last few decades have seen multiple periods during which early stage companies have been able to effect initial public offerings, and the stage at which companies are able to effect an initial public offering varies in different markets around the world. Moreover, investments in publicly traded companies often are subject to additional risks, such as increased risks of litigation and greater securities law and other regulatory burdens, as well as risks associated with "insider trading" and similar rules.

*The Fees of External Portfolio Managers and External Funds Will Affect Performance and the Fee Arrangements of Those Managers May Involve Special Risks.* Each External Portfolio Manager to which we allocate assets generally on behalf of a client will charge such client, either directly or as an investor in an underlying External Fund managed by that External Portfolio Manager, an asset-based fee, and some or all of such External Portfolio Managers will receive performance-based compensation (either fees or in the form of profit allocations). The asset-based fees of the External Portfolio Managers are generally expected to range from 1% to 4% annually of the net assets under their management and the performance compensation to the External Portfolio Managers is generally expected to range from 10% to 25% of net profits annually, but it is possible that such fees and/or incentive compensation could exceed such levels. The performance based compensation of the External Portfolio Managers may be subject to a minimum specified return which must first be reached before the External Portfolio Manager receives any performance based compensation, known as a preferred return or hurdle. The receipt of performance compensation by External Portfolio Managers and the existence of any preferred return or hurdle may create an incentive for such External Portfolio Managers to make investments that are riskier or more speculative than those that might have been made in the absence of such incentive. In addition, because performance compensation will generally be calculated on a basis that includes unrealized appreciation of an External Fund's or other account's assets, such compensation may be greater than if it were based solely on realized gains. External Portfolio Managers may receive compensation for positive performance even if a client's overall returns are negative. External Portfolio Managers will receive any performance compensation to which they are entitled, irrespective of the performance of the other External Funds and the applicable client's performance generally; thus, External Portfolio Managers with positive performance may receive performance compensation from the applicable client, either directly or indirectly as an investor in an underlying External Fund, even if such client's overall returns are negative. Investment decisions for the External Funds are made by the External Portfolio Managers independently of each other and may conflict with each other. Consequently, at any particular time, one External Fund may be purchasing interests in an issuer that at the same time are being sold by another External Fund. Investing by External Funds in this manner could cause clients to indirectly incur certain transaction costs without accomplishing any net investment result.

*Performance (and Withdrawal Terms) in ICONIQ Access Series.* An ICONIQ Access series may invest in multiple classes or series of interests of an underlying fund (generally an External Fund). Investment in multiple classes of interests by one ICONIQ Access series generally occurs when the ICONIQ Access series makes multiple investments over a series of months in the underlying External Fund: each separate investment date is generally treated as a separate class or series in the underlying fund. Additionally, multiple classes of the underlying External Fund may result when the External Portfolio Manager later introduces a subsequent class of interests to increase fund capacity. In this case, the subsequent class of interests of the underlying External Fund may have different terms than the original class, including (potentially) different management fees, performance fees, and withdrawal terms. For example, a subsequent class may pay a lower management fee (as compared to the original class), but may also have more restrictive withdrawal terms (as compared to the original class). If a single ICONIQ Access series invests in multiple classes or series of the underlying External Fund, performance differences (i.e., those that result from different investment timing, a different fee structure, or the potential application of a performance-based fee) are allocated across all investors in the ICONIQ Access series equally regardless of the class of interest of the underlying External Fund that the series invested in on the date of an investor's investment in the series. Similarly, where practicable, we manage withdrawals at the ICONIQ Access series level such that, where possible, investors withdrawing from the series may not be subject to the underlying External Fund's withdrawal constraints. Because all investors derive similar benefits from investing through an ICONIQ Access series regardless of the timing of the investment, we believe that allocating performance in such manner is reasonable even though an ICONIQ Access series investor may be subject to performance that may be different from the performance had the investor invested directly with the underlying External Fund. Additionally, in the case of an underlying External Fund introducing additional classes of interest, the investor may be subject to different withdrawal terms than those of any underlying External Fund class.

*ICONIQ Private Fund Hedging Transactions.* The ICONIQ Private Funds may be involved in a variety of hedging transactions to reduce the risk of fluctuations in value of the ICONIQ Private Funds' investments. Special rules may apply to determine the tax treatment of such hedging transactions, which may affect the applicable ICONIQ Private Fund's holding period attributable to such property, the characterization of gain or loss as ordinary or capital and, if capital, as long-term or short-term, and the timing of the realization of gains or losses on the actual or deemed sale of the property. For example, gain or loss from a short sale of property generally will be considered as capital gain or loss to the extent that the property used to close the short sale constitutes a capital asset in the hands of the ICONIQ Private Fund. Except with respect to certain situations where the property used by the ICONIQ Private Fund to close a short sale has a long-term holding period on the date of the short sale, gains on short sales will be treated as short-term capital gains. These rules may also terminate the running of the holding period of "substantially identical property" held by an ICONIQ Private Fund for U.S. federal income tax purposes. Moreover, a loss on a short sale will be treated as a long-term capital loss if, on the date of the short sale, "substantially identical property" has been held by the ICONIQ Private Fund for more than one year. Certain hedging transactions also may cause a constructive sale of the ICONIQ Private Fund's long position that is the subject of a hedge.



*External Fund Hedging Transactions.* An External Fund may utilize financial instruments, both for investment purposes and for risk management purposes in order to (i) protect against possible changes in the market value of such External Fund's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect such External Fund's unrealized gains in the value of such External Fund's investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in such External Fund's portfolio; (v) hedge the interest rate or currency exchange rate on any of such External Fund's liabilities or assets; (vi) protect against any increase in the price of any securities such External Fund anticipates purchasing at a later date or (vii) for any other reason that the External Portfolio Manager deems appropriate.

The success of an External Fund's hedging strategy will depend, in part, upon the External Portfolio Manager's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of an External Fund's hedging strategy will also be subject to the External Portfolio Manager's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While an External Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for an External Fund than if it had not engaged in such hedging transactions. For a variety of reasons, the External Portfolio Manager may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent an External Fund from achieving the intended hedge or expose such External Fund to risk of loss. The External Portfolio Manager may not hedge against a particular risk because it does not regard the probability of the risk occurring to be sufficiently high as to justify the cost of the hedge, or because it does not foresee the occurrence of the risk. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of an External Fund's portfolio holdings.

*Investments in Asset Management Industry.* The ICONIQ Private Funds may invest in companies and businesses in the asset management industry. The asset management industry can be significantly affected by general economic trends, including employment and economic growth, and interest rates, as well as financial market volatility. These companies and businesses are also frequently required to adapt to secular industry trends, such as the increasing popularity of exchange traded products (including index funds) in the asset management industry. The business models of asset managers may also be greatly impacted by regulatory changes, and increased regulation can result in a reduction of profitability. There can be no assurance that the External Portfolio Managers will be able to achieve their investment objectives or generate sufficient interest in their investment offerings, and such inabilities could result in substantial losses for the ICONIQ Private Funds.

*Conflicts Relating to the Asset Management Industry.* It is possible that such External Portfolio Managers in which the ICONIQ Private Funds invest will manage funds that are in the same sub-sectors as certain funds managed by us, or that in the future, such External Portfolio Managers will expand their offerings into sub-sectors in which we are involved or that we will in the future expand our offerings into sub-sectors in which such External Portfolio Managers

are involved. In such circumstances, we will be in competition with those External Portfolio Managers. We believe that our experience in asset management makes us well-positioned to assist in value creation for External Portfolio Managers; however, the potential for competition could deter potential External Portfolio Managers from responding favorably to our approaches and initiatives.

*Investment Concentration in the Asset Management Industry.* Certain of the ICONIQ Private Funds' investments will be concentrated in the alternative asset management industry, and also may be highly concentrated within a particular asset category, trading style or financial or economic market. The focus of the ICONIQ Private Funds' portfolio on a specific industry may present more risks than if its portfolio were broadly diversified over numerous industries and sectors of the economy. A downturn in this industry would have a larger impact on the ICONIQ Private Funds than on an investment company that does not concentrate in such industry. At times, the performance of securities of companies in the alternative asset management industry may lag behind the performance of other industries or the broader market as a whole. In addition, any tax or regulatory changes that are adverse to the asset management industry could have a larger negative impact on the ICONIQ Private Funds than on funds with a different investment focus.

*Highly Competitive Market for Investment Opportunities.* The ICONIQ Private Funds operate in a highly competitive market for investment opportunities. In addition, certain potential External Portfolio Managers may determine to seek capital from public markets rather than selling a stake to the ICONIQ Private Funds or another financial investor. Additional funds with investment objectives similar to those of the ICONIQ Private Funds have been and may be formed in the future by other parties. The market for investments in alternative asset managers is relatively new and immature, compared to more traditional private equity asset classes. Some of the ICONIQ Private Funds' competitors for investments may have a lower cost of capital, more available capital to make similar investments and access to funding sources that are not available to the ICONIQ Private Funds. In addition, some of the ICONIQ Private Funds' competitors may have higher risk tolerances, different risk assessments and/or different return targets than those of the ICONIQ Private Funds, which could allow them to consider a wider variety of investments or to outbid the ICONIQ Private Funds for investment opportunities. The ICONIQ Private Funds cannot assure investors that the competitive pressures that the ICONIQ Private Funds face will not have a material adverse effect on their business, financial condition, results of operations and prospects. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of investment opportunities available to the ICONIQ Private Funds and adversely affecting the terms upon which investments can be made.

*Strategy Risk.* The failure or deterioration of an entire strategy may cause most or all External Portfolio Managers that employ that strategy to suffer significant losses. Strategy specific losses may result from excessive concentration by multiple managers in the same investment or broad events that adversely affect particular strategies (e.g., illiquidity within a given market). Certain of the strategies employed by External Portfolio Managers can be expected to be highly speculative and involve substantial risk of loss in the event of such failure or deterioration.

*Changes in Expected Investment Objectives of External Portfolio Managers May Be Adverse to the ICONIQ Private Funds.* External Portfolio Managers may have the ability to change their investment objectives and strategies and economic and other terms after the ICONIQ Private Funds have made their investments in such External Portfolio Managers and such change in these investment objectives and strategies may have an adverse effect on the ICONIQ Private Funds' returns in respect of such External Portfolio Managers. The ICONIQ Private Funds may not have the ability to reduce or withdraw their investments in such External Portfolio Managers.

*Ability of External Portfolio Managers and Their Funds to Enter New Lines of Business.* External Portfolio Managers may enter into new lines of business not anticipated by the ICONIQ Private Funds at the time the ICONIQ Private Funds made the applicable investments. The ICONIQ Private Funds will likely not have the ability to prevent External Portfolio Managers from taking such action and may not have the ability to reduce or withdraw their investments in such External Portfolio Managers following such decisions to enter into new lines of business. As a result, such decisions by External Portfolio Managers may negatively impact the performance of the ICONIQ Private Funds.

*Partner Manager Misconduct or Bad Judgment.* It will be difficult, and likely impossible, for the general partner of the applicable ICONIQ Private Fund or ICONIQ Capital to protect the ICONIQ Private Funds from the risk of External Portfolio Manager fraud, misrepresentation or material strategy alteration. External Portfolio Managers may be motivated to pay out greater portions of their revenue as salaries, bonuses, and other similar expenses, in order to shift income that would otherwise be shared with the ICONIQ Private Funds to expenses that are payable to other principals of the External Portfolio Manager that are also employees. If an External Portfolio Manager acts inconsistently with applicable laws and regulations or takes actions that cause disrepute, such actions may adversely affect the ICONIQ Private Funds, as an investor in the External Portfolio Manager, and may damage the ICONIQ Private Funds' reputation, which may adversely impact the ICONIQ Private Funds' ability to complete investments in other External Portfolio Managers and the ICONIQ Private Funds' ability to realize their investment objective. If an External Portfolio Manager underreports to the ICONIQ Private Funds the amount of income it has generated or attempts to use other accounting methods in order to avoid its obligations to share income with the ICONIQ Private Funds, the ICONIQ Private Funds may be adversely affected.

*Fund Investment Conflicts.* The External Portfolio Managers in which the ICONIQ Private Funds invest may have conflicts of interest. Such conflicts could include managing allocations between overlapping mandates, charging fees and entering into services or other agreements in respect of investments by such External Portfolio Managers and engaging in transactions with affiliated parties on terms and conditions not determined through arm's-length negotiations. By investing in the ICONIQ Private Funds, each limited partner will be deemed to have acknowledged the existence of actual and potential conflicts of interests of External Portfolio Managers and to have waived any claim with respect to the existence of such conflicts of interests or any claim with respect to whether the activities of an External Portfolio Manager are consistent with the policies of the ICONIQ Capital relating to conflicts of interest.

*Termination or Redemption of Certain Fund Investments.* The organizational documents of an investment fund managed by an External Portfolio Manager may permit investors to terminate that investment fund, or an External Portfolio Manager's investment management agreement with such fund, in either case without the approval of the applicable External Portfolio Manager. In the event that a fund or an investment management agreement is terminated pursuant to such a provision, the applicable External Portfolio Manager will no longer be able to earn income from management of such fund, which would adversely affect the profitability of the ICONIQ Private Funds' investment in such External Portfolio Manager.

*Increase in Amount of Assets Under Management.* Although the ICONIQ Private Funds may assist the External Portfolio Managers in the growth of such External Portfolio Managers' assets under management, it is not known what effect, if any, such increase in the amount of assets under management will have on the investment strategies utilized by such External Portfolio Managers or their investment results. No assurance can be given that their strategies will continue to be successful in light of such an increase in assets under management. A growth in an External Portfolio Manager's assets under management may not be matched by an increase in opportunities that fit the External Portfolio Manager's strategy; this could lead to lower positive returns for any given investor as investment profits are spread across a larger capital base, but it could also lead to losses as additional investments are pursued.

*Revenue Participation Rights; Equity Interests.* While investments in the ICONIQ Private Funds offer the opportunity for significant income and/or capital gains, such investments involve a high degree of business and financial risks that can result in substantial losses. These may include the risks associated with investments in businesses at an early stage of development or with little or no variations in operating results. Although it is generally not expected that the ICONIQ Private Funds will control or make investment decisions with respect to an External Portfolio Manager's operations, the ICONIQ Private Funds will own interests in External Portfolio Managers and may seek to have observer rights and other transparency rights with respect to investments in such External Portfolio Managers. It is possible that regulators or third parties will try to impose liability on the ICONIQ Private Funds in connection with the operations of such External Portfolio Managers. If successful, any such liability could adversely affect the performance of the ICONIQ Private Funds. Economic interests may be subordinated to indebtedness or other equity securities that rank senior to the ICONIQ Private Funds' investment. By their terms, such instruments may provide that their holders are entitled to receive payments of dividends, interest or principal on or before the dates on which payments are to be made in respect of the ICONIQ Private Funds' investment. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of an External Portfolio Manager, holders of securities ranking senior to the ICONIQ Private Funds' investment would typically be entitled to receive payment in full before distributions could be made to the ICONIQ Private Funds. After repaying senior security holders, the External Portfolio Manager may not have any remaining assets to use for making distributions to or repaying amounts owed to the ICONIQ Private Funds. To the extent that any assets remain, holders of claims that rank equally with the ICONIQ Private Funds' investment would be entitled to share on an equal and ratable basis in distributions that are made out of those assets.

*Minority Equity Interests.* The ICONIQ Private Funds may invest in minority equity interests in or with respect to large institutionalized companies deriving a significant component of their

income from the sponsorship and management of private equity funds and related activities. The ICONIQ Private Funds typically will have a limited ability to exert influence over the External Fund investments in which the ICONIQ Private Funds invest, will not have the opportunity to evaluate or select the specific underlying investments or the implementation of new investment strategies made by any External Portfolio Manager and will not be responsible for the results of such External Portfolio Managers. The External Portfolio Managers will retain autonomy over the day-to-day operations of their investment management companies and will generally retain a majority stake in them. In such cases, the ICONIQ Private Funds will rely on the existing management, which may include representation of other investors with whom the ICONIQ Private Funds are not affiliated and whose interests may conflict with the interests of the ICONIQ Private Funds. In holding non-controlling interests, the ICONIQ Private Funds will have a limited ability to create additional value in the entities in which it invests by effecting changes in the strategy and operations of these entities or to protect its positions in such entities or to create or take advantage of exit opportunities. The ICONIQ Private Funds' limited ability to control the timing of the making, restructuring, refinancing and exiting of their investments may adversely affect performance. The timing and extent to which the ICONIQ Private Funds realize proceeds from any disposition, listing, financing or other liquidity event with respect to certain portfolio investments will depend on the decisions and actions of External Portfolio Managers. The management of the External Portfolio Managers may make business, financial or management decisions with which the general partner of the applicable ICONIQ Private Fund does not agree or such management may take risks or otherwise act in a manner that does not serve the ICONIQ Private Funds' interests. Such decisions could include substantially limiting or entirely discontinuing the External Portfolio Manager's business. In such cases, the ICONIQ Private Funds' investment will be substantially impaired. There can be no assurance that all third parties will similarly conclude that such investments are non-control investments or that, due to the provisions of the governing documents of an External Portfolio Manager or the interpretation of applicable law or regulations, investments by the ICONIQ Private Funds will not be deemed to have control elements for certain contractual, regulatory or other purposes.

*Investments with Third Parties.* The ICONIQ Private Funds may co-invest with third parties through joint ventures or other entities. Such investments may involve risks in connection with such third-party involvement, including the possibility that a third party co-venturer may have financial difficulties, resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the ICONIQ Private Funds, or may be in a position to take (or block) action in a manner contrary to the ICONIQ Private Funds' investment objectives. In addition, the ICONIQ Private Funds may in certain circumstances be liable for the actions of its third-party co-venturers. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments, including incentive compensation arrangements.

*Lack of Information for Investments in Non-Traded Companies.* The ICONIQ Private Funds' investment strategy involves investments in External Portfolio Managers and private companies for which no market exists. Little public information exists about many of these companies, and the ICONIQ Private Funds will be required to rely on their diligence efforts to obtain adequate information to evaluate the potential risks and returns involved in investing in

these companies. Incomplete or inaccurate information could impact both initial and ultimate valuations of External Fund investments, as well as the ICONIQ Private Funds' operating plan for such External Fund investments. Therefore, the risk that the ICONIQ Private Funds may invest on the basis of incomplete or inaccurate information may adversely affect the ICONIQ Private Funds' investment performance. The uncertainty regarding information about its prospective investments subjects the ICONIQ Private Funds to greater risks than investments in publicly-traded companies. There is no assurance that the ICONIQ Private Funds' diligence efforts will result in it obtaining fully complete and accurate information about prospective investments or that any portfolio investment will be successful.

*Illiquidity.* Certain ICONIQ Private Funds may make investments in External Portfolio Managers which are expected to be illiquid and not able to be transferred without the consent of the applicable External Portfolio Managers and compliance with cumbersome procedures. The ICONIQ Private Funds may be unable to liquidate their investments in such External Portfolio Managers when desired and thereby avoid significant losses, or may be required to sell such interests regardless of whether the ICONIQ Private Funds desire to do so. It is unlikely that there will be a public market for the securities held by the ICONIQ Private Funds at the time of their acquisition. The ICONIQ Private Funds will generally not be able to sell the securities of External Portfolio Managers publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases the ICONIQ Private Funds may be prohibited by contract or regulatory reasons from selling certain securities for a period of time.

*Limitations on Availability of Exit Opportunities.* Over time, the ICONIQ Private Funds may, in the sole discretion of the general partner of the applicable ICONIQ Private Fund, take actions in an attempt to realize their investments or provide other means of liquidity to the investors. These actions may include, but are not limited to, a recapitalization, a sale of one or more of the ICONIQ Private Funds' investments (for cash or in-kind consideration), one or more in-kind distributions, a securitization of the ICONIQ Private Funds' future income streams, a sale of the ICONIQ Private Funds' future income streams or a sale of the ICONIQ Private Funds or their entire portfolio of investments. The approval of the ICONIQ Private Funds' limited partners will not be required for the general partner of the applicable ICONIQ Private Fund to implement liquidity strategies. The ICONIQ Private Funds are under no obligation to take any of these actions and could face contractual, regulatory, market and/or other constraints on its ability to effect any of these actions. To the extent that the ICONIQ Private Funds are unable to realize their investments due to such constraints, the ICONIQ Private Funds' limited partners will not be able to realize their investments in the ICONIQ Private Funds and the value of such investments would be impaired. The ICONIQ Private Funds may be required to accept securities or other assets of an acquirer in connection with any disposition of a portfolio investment.

*Contingent Liabilities upon Disposition.* In connection with the disposition of an investment in an External Portfolio Manager that is not a public company, the ICONIQ Private Funds may be required to make representations about the business and financial affairs of the External Portfolio Manager security typical of those made in connection with the sale of any business and may be responsible for the content of disclosure documents under applicable securities laws. It may also be required to indemnify the purchasers of such investment or underwriters

to the extent that any such representations or disclosure documents ultimately prove to be inaccurate. These arrangements may result in contingent liabilities. The general partner of the applicable ICONIQ Private Fund will establish reserves as appropriate to provide for such contingent liabilities. In the event that the amount of such contingent liabilities exceeds the reserves and other assets of the ICONIQ Private Funds, the ICONIQ Private Funds' limited partners may be required to repay to the ICONIQ Private Funds all or a portion of distributions previously received by them in respect of such security.

*Potential Exposure to Claims.* The ICONIQ Private Funds' ownership positions as well as other rights in External Portfolio Managers could potentially expose the assets of the ICONIQ Private Funds to claims by such External Portfolio Manager's other equity holders, clients, creditors and other third parties. In addition, the ICONIQ Private Funds may not be in a good position to limit or otherwise protect the value of their investments, as External Portfolio Managers may have economic or business interests or goals that are inconsistent with those of the ICONIQ Private Funds.

In addition, External Portfolio Managers may accumulate substantial positions in the securities of a specific company. An External Portfolio Manager may engage in a proxy fight, adopt defensive tactics, attempt to gain control of a company or become involved in litigation or other suits based on the activities of an External Portfolio Manager or its underlying funds. Under such circumstances or other circumstances, such External Portfolio Manager might be named as a defendant in a lawsuit or regulatory action. In addition, in the past there have been a number of widely reported instances of participants involved in corporate takeovers and in risk arbitrage having violated the securities laws through the misuse of confidential information or otherwise. Such violations may result in substantial liabilities for damages caused to others, for the disgorgement of profits realized and for penalties. Furthermore, if an External Portfolio Manager had engaged in the past or engages in the future in such violations, the ICONIQ Private Funds could be exposed to losses.

*Clawback Payments to Partner Managers.* External Portfolio Managers will make distributions to the ICONIQ Private Funds that are subject to clawback arrangements with those External Portfolio Managers. The terms of the ICONIQ Private Funds' investments in an External Portfolio Manager generally will require the fund to return such distributions to the External Portfolio Manager upon the occurrence of certain circumstances, such as the failure of a fund managed by the External Portfolio Manager to achieve an overall level of profitability. Accordingly, the ICONIQ Private Funds may set aside amounts they could otherwise reinvest or distribute to the ICONIQ Private Funds' limited partners for the purpose of fulfilling clawback obligations to the External Portfolio Managers, should these obligations arise. Amounts set aside to fund potential clawback payments will reduce the amount of funds available to make distributions to the ICONIQ Private Funds' limited partners or additional investments in External Portfolio Managers. In addition, to the extent that the ICONIQ Private Funds distribute to the ICONIQ Private Funds' limited partners amounts that are subject to clawback obligations or does not set aside sufficient amounts to make clawback payments, the ICONIQ Private Funds' limited partners may be required to return amounts distributed to them to fund any such clawback obligations to External Portfolio Managers, which may reduce a limited partner's overall returns from the ICONIQ Private Funds.

*Risks Associated with Investments in Private Equity and Growth/Venture Capital.* ICONIQ Capital clients make direct and indirect investments in private equity and growth equity and other venture capital opportunities. Certain risks related to direct investments in private equity and venture capital opportunities are listed below, and clients and prospective clients are advised that similar risks apply to indirect exposure to private equity and venture capital opportunities.

*Risk of Early Stage and Less Established Companies.* Investments in private equity and venture capital companies at an early stage of development involves a high degree of business and financial risk. These companies may be characterized by short operating histories, evolving markets and management teams that have limited experience working together. Such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, better marketing and service capabilities and a larger number of qualified management and technical personnel. Early-stage and less established and companies with little or no operating history tend to have lower capitalizations and fewer resources and may require substantial additional capital to support expansion or to achieve or maintain a competitive position, are more vulnerable to financial failure, may produce substantial variations in operating results from period to period or may operate at a loss. Investments in such early stage companies with no established products or services and may involve greater risks than generally are associated with investments in more established companies. Such companies also may have shorter operating histories on which to judge future performance and in many cases, if operating, will have negative cash flow. Such risks may adversely affect the performance of such investments and result in substantial losses. There can be no assurance that such companies will ever be profitable or even have assets or products that generate meaningful revenue.

*Venture Capital Investments.* Companies that seek venture capital generally lack any significant track record on which we or an External Portfolio Manager can rely when evaluating such investments, and we or External Portfolio Managers often base such evaluation of investments on projections and assumptions that may be speculative. Furthermore, the marketplace for such “venture capital investing” has become increasingly competitive. Involvement by financial intermediaries has increased, substantial amounts of funds have been dedicated to making investments in the private sector and the competition for investment opportunities is at high levels. There can be no assurances that the we will locate an adequate number of attractive investment opportunities. To the extent that the ICONIQ Private Funds or an External Fund experiences increased competition for investments, returns to the ICONIQ Private Funds may vary.

*Small Companies.* Clients’ investments will generally be made in unregistered securities of small companies. While smaller companies generally have potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification, and competitive strength of larger companies.

*Privately Held Middle-Market Companies.* The ICONIQ Private Funds or External Funds may invest in privately held middle-market companies. Investments in these companies involve significant risks, including that these companies may, relative to larger companies (i) have more limited financial resources and may be more unable to meet their obligations; (ii) be more susceptible to competitors, market conditions and general economic conditions, due to their



shorter operating histories, narrower product lines, smaller market shares and greater reliance on key personnel; (iii) may not be subject to regulatory reporting requirements and, as such, may disclose very little public information regarding their operations and results; (iv) experience greater fluctuations in operating results and capital requirements to support operations, finance expansion or maintain competitive position; and (v) have increased difficulty accessing the capital markets to meet future capital needs.

*Micro-, Small- and Medium-Capitalization Companies.* The ICONIQ Private Funds or External Funds may invest in micro-, small- and medium-capitalization companies. Investment in micro- and small-capitalization companies involve higher risks in some respects than do investments in securities of larger “blue-chip” companies. For example, prices of securities of micro- and small-capitalization, and even medium-capitalization, companies are often more volatile than prices of securities of large-capitalization companies and may not be based on standard pricing models that are applicable to securities of large-capitalization companies. Furthermore, the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) may be higher than for larger, “blue-chip” companies. Finally, due to thin trading in the securities of some micro- and small-capitalization companies, an investment in those companies may be illiquid.

*Risk of Later Stage Companies.* Investments in companies in a later-stage of development also involve substantial risks. These companies typically have obtained capital in the form of debt and/or equity to expand rapidly, reorganize operations, acquire a business or develop new products and markets. These activities by definition involve a significant amount of change, which can give rise to significant problems in sales, manufacturing and general management of business activities.

*Lack of Publicly Available Information.* There often will be little or no publicly available information regarding the status and prospects of portfolio companies. Many investment decisions by ICONIQ Capital will be dependent upon the ability of its partners and agents to obtain relevant information from non-public sources, and ICONIQ Capital often will be required to make decisions without complete information or in reliance upon information provided by third parties that is impossible or impracticable to verify.

*Access to Information from Private Companies.* ICONIQ Capital or External Portfolio Managers, as applicable, may not always receive full information from the private companies in which the ICONIQ Private Funds or External Funds invests because certain of this information may be considered proprietary by a private company. This lack of access to information may make it more difficult for ICONIQ Capital or External Portfolio Managers, as applicable, to select and evaluate potential private equity investments.

*Uncertainty of Financial Projections.* ICONIQ Capital generally uses financial projections to help analyze potential investments and may use such projections to help analyze future capital raises and financing for portfolio companies or other transactions. Projected operating results will often be based on management judgments. In all cases, projections are only estimates of future results that are based upon assumptions made at the times that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. General economic conditions, which are

not predictable, can have a material adverse effect on the reliability of such financial projections.

*Reliance on Third Parties.* ICONIQ Capital and our clients may require, and rely upon, the services of a variety of third parties, including but not limited to attorneys, accountants, bankers, brokers, Custodians, consultants (including “finders” and similar persons engaged to assist with the development and exploitation of portfolio deal flow, as well as “experts” and similar persons engaged to assist with the assessment of technologies, markets and other matters) and various other persons or agents. ICONIQ Capital and its affiliated management/advisory entities may also utilize the services of non-executive directors who provide such services on a professional basis and are not primarily part of any single venture capital/private equity firm. Failure by any of these third parties to perform their duties or otherwise satisfy their obligations to our clients could have a material adverse effect upon such clients.

*Control Issues and Non-Controlling Interests.* The ICONIQ Private Funds or External Funds may acquire only a minority interest or participation in an asset underlying an investment. To the extent we take minority or subordinated positions in companies in which we invest, we may not be able to exercise control over the management of such investment, and, therefore, the ICONIQ Private Funds or External Funds may have a limited ability to protect its position in such investments. Although ICONIQ Capital may seek protective provisions, including, possibly, board representation, in connection with certain private equity investments, each portfolio company will be managed by its own officers (who generally will not be affiliated with ICONIQ Capital). Further, the ICONIQ Private Funds or External Funds may have no right to appoint a director and, as a result, may have a limited ability to influence the management of such investments. In such cases, the ICONIQ Private Funds or External Funds will be significantly reliant on the existing management and board of directors of such companies, which may include representation of other investors with whom the ICONIQ Private Funds or External Funds are not affiliated and whose interests may conflict with the ICONIQ Private Funds’ or External Funds’ interests. Where practicable and appropriate, it is expected that shareholder rights generally will be sought to protect the ICONIQ Private Funds’ or External Funds’ interests. There can be no assurance, however, that such minority investor rights will be available, or that such rights will provide sufficient protection of the ICONIQ Private Funds’ or External Funds’ interests. In addition, the ICONIQ Private Funds or External Funds may hold investments in debt instruments or other investments that do not entitle the ICONIQ Private Funds or External Funds to voting rights and, therefore, the ICONIQ Private Funds or External Funds may have a limited ability to protect such investments.

*Need for Follow-On Investments in Portfolio Companies.* Certain portfolio companies that a client may invest in may need additional capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms. Our clients’ capital is limited and may not be adequate to protect our clients from dilution in multiple rounds of portfolio company financing. A company’s inability to obtain such capital, whether from certain clients or another source, may have an adverse effect upon such company.

*Provision of Managerial Assistance.* Certain clients and certain of our employees, officers and partners and/or their respective affiliates may serve on, or designate members to serve on, the

supervisory boards or boards of directors of portfolio companies. Serving on such bodies and/or designation of supervisory board members and of directors and other measures contemplated exposes us and/or our respective affiliates and, ultimately, certain clients to potential liability and exposes the assets of a client to claims by an investment, the portfolio company, its security holders and its creditors.

*Competition.* Growth, venture capital and private equity investing is highly competitive, and has become more so in recent years. Involvement by financial intermediaries has increased, substantial amounts of funds have been dedicated to making investments in the private sector and the competition for investment opportunities is at high levels. ICONIQ Capital and its funds will be competing with other established funds and investment organizations with substantial resources and experience. Moreover, the volume of attractive investment opportunities varies greatly from period to period. There can be no assurances that we will locate an adequate number of attractive investment opportunities. To the extent that we experience increased competition for investments, returns to our clients may vary.

*Lack of Liquidity.* Generally, the private equity and venture capital investments made by our clients initially will be illiquid and difficult to value, and there will be little or no collateral to protect an investment once made. There is no certainty that there will ever be a public market for the securities of portfolio companies held by certain clients. In addition, practical limitations may restrict the ability of a client to sell or distribute its securities in a portfolio company, such as limitations imposed by co-investors, financial institutions or management. In most cases, investments will be long term in nature and may require many years from the date of initial investment before disposition. The lack of liquidity of a client's investments in portfolio companies may preclude or delay any disposition of such investments, or reduce the proceeds that might otherwise be realized from any such disposition.

*Public Offering of Venture Capital Companies and Technology Companies.* The public market for high technology and other emerging growth companies is extremely volatile. Such volatility may adversely affect the development of portfolio companies, our ability to dispose of investments for our clients and the value of investment securities on the date of sale or distribution by our clients. In particular, the receptiveness of the public market to initial public offerings by our clients' portfolio companies may vary dramatically from period to period. An otherwise successful portfolio company may yield poor investment returns if it is unable to consummate an initial public offering at the proper time. Even if a portfolio company effects a successful public offering, our clients or the portfolio company's securities typically will be subject to contractual "lock-up", securities law or other restrictions which may, for a material period of time, during which the value of those securities may decrease, prevent our clients from disposing of such securities. Similarly, the receptiveness of potential acquirers to our clients' portfolio companies will vary over time and, even if a portfolio company investment is disposed of via a merger, consolidation or similar transaction, our clients' stock, security or other interests in the surviving entity may not be marketable. There can be no guarantee that any portfolio company investment will result in a liquidity event via public offering, merger, acquisition or otherwise, and there is a significant risk that our clients' investments will yield little or no return.

*Investments in Public Securities.* It is anticipated that a portion of our clients' private equity/venture capital investment portfolios will consist of securities issued by publicly traded companies (e.g., as the result of a direct investment in publicly traded securities, an initial public offering effected by a previously private portfolio company, or acquisition of a private portfolio company by a publicly traded company). The fact that a portfolio company is publicly traded will not necessarily reduce the business and other risks associated with an investment in such company. For example, the last few decades have seen multiple periods during which early stage companies have been able to effect initial public offerings, and the stage at which companies are able to effect an initial public offering varies in different markets around the world. Moreover, investments in publicly traded companies often are subject to additional risks, such as increased risks of litigation and greater securities law and other regulatory burdens, as well as risks associated with "insider trading" and similar rules.

*Regulation of Portfolio Companies.* Some portfolio companies may be reliant for their success upon regulatory approvals, while others may require changes to existing (or the development of new) regulatory regimes. Regulatory approvals and changed/new regulatory regimes may be costly, difficult or impossible to obtain (and, if obtained, may be forthcoming only after a very extended period of time). Investments into certain types of regulated portfolio companies may impose costly and burdensome regulatory obligations upon ICONIQ Capital or its clients themselves.

*Equity Investments in Private Companies.* The ICONIQ Private Funds or External Funds may make equity investments in private companies. Such investments may involve risks not present in investments directly in projects without an intermediary portfolio company, including, for example, the possibility that such companies might become bankrupt, may at any time have economic or business interests or goals that are divergent from or contrary to those of the ICONIQ Private Funds, or may be in a position to take action contrary to the ICONIQ Private Fund's objectives. In addition, to the extent that the ICONIQ Private Funds or External Funds manages a portfolio company together with the current management, the ICONIQ Private Funds or External Funds may be liable for actions of the current portfolio company management. While the ICONIQ Capital or the External Portfolio Managers will be expected to review the qualifications and previous experience of any management team of a potential target company, it does not expect in all cases to obtain financial information from, or to undertake private investigations with respect to, such prospective management personnel.

*Highly Leveraged Companies.* The ICONIQ Private Funds or External Funds may invest in highly leveraged companies. Investments in highly leveraged companies involve a high degree of risk. The use of leverage may increase the exposure of such companies to adverse economic factors such as downturns in the economy or deterioration in the conditions of such companies or their respective industries. In the event any such company cannot generate adequate cash flow to meet debt service, the ICONIQ Private Funds or External Funds, as applicable, may suffer a partial or total loss of capital invested in the company, which, depending on the size of the ICONIQ Private Funds' or External Funds' investments, could adversely affect the ICONIQ Private Funds' or External Funds' investment.

*Control Person Liability.* In certain situations, the ICONIQ Private Funds or External Funds may have controlling interests in one or more investments, and, therefore, the ICONIQ Private

Funds or External Funds may exercise control over such investments. The fact that the ICONIQ Private Fund (or the general partner of the ICONIQ Private Fund or ICONIQ Capital) or the External Fund (or External Portfolio Manager) exercises control or exerts influence (or merely has the ability to exercise control or exert influence) over an investment may impose risks of liability (including under various theories of parental liability and piercing the corporate veil doctrines) for, among other things, environmental damage, product defects, employee benefits (including pension and other fringe benefits), failure to supervise management, violation of laws and governmental regulations (including securities laws, anti-trust laws, employment laws, anti-bribery (and other anti-corruption) laws) and other types of liability for which the limited liability characteristic of business ownership and the ICONIQ Private Funds or External Funds itself (and the limited liability structures that may be utilized by the ICONIQ Private Funds or External Funds in connection with its ownership of investments or otherwise) may be ignored or pierced, as if such limited liability characteristics or structures did not exist for purposes of the application of such laws, rules regulations and court decisions. These risks of liability may arise pursuant to applicable laws, rules, regulations, court decisions or otherwise (including the laws, rules, regulations and court decisions that apply in jurisdictions in which investments or their subsidiaries are organized, headquartered or conduct business). Such liabilities may also arise to the extent that any such laws, rules, regulations or court decisions are interpreted or applied in a manner that imposes liability on all persons that stand to economically benefit (directly or indirectly) from ownership of investments, even if such persons do not exercise control or otherwise exert influence over such investments. If any of these control person liabilities were to arise, the ICONIQ Private Funds or External Funds might suffer a significant loss.

*Multi-Step Acquisitions.* In the event the ICONIQ Private Funds or External Funds effect a transaction by means of a multi-step acquisition (such as a first-step cash tender offer or stock purchase followed by a merger or in the case of a simultaneous acquisition and concurrent merger of two separate companies), there can be no assurance that the remainder can be successfully acquired. This could result in the ICONIQ Private Funds or External Funds having only partial control over the investment or partial access to its cash flow to service debt incurred in connection with the acquisition.

*Risks Associated with Investments in Private Credit.* There are certain risks associated with private credit strategies. Such risks include the risk of nonpayment of scheduled interest or principal payments on a debt investment. Because private credit can be debt investments in non-investment grade borrowers, the risk of default may be greater than with other types of debt investments. Interest rate risk is another common risk associated with private credit. Interest rate changes will affect the amount of interest paid by a borrower in a floating rate loan, meaning they are correlated with broader interest rate fluctuations. However, this typically has little to no impact on the underlying value of floating rate debt. Further, private credit strategies are generally illiquid which require longer investment time horizons than other types of investments.

*Risks Associated with Investment in Real Estate.* ICONIQ Capital clients make direct and indirect investments in real estate and real estate-related opportunities. Certain risks related to direct investments in real estate and real estate-related opportunities are listed below, and clients and prospective clients are advised that similar risks apply to indirect exposure to real estate and real estate-related opportunities.

*Real Estate Generally.* Real estate and real estate-related investments generally will be subject to the risks incident to the ownership and operation of real estate and/or risks incident to the making of nonrecourse mortgage loans secured by real estate, including: (i) risks associated with the general economic climate; (ii) local real estate conditions; (iii) risks due to dependence on cash flow; (iv) risks and operating problems arising out of the absence of certain construction materials; (v) changes in supply of, or demand for, competing properties in an area (as a result, for instance, of over-building); (vi) the financial condition of tenants, buyers and sellers of properties; (vii) changes in availability of debt financing; (viii) energy and supply shortages; (ix) changes in tax, real estate, environmental and zoning laws and regulations beyond the control of ICONIQ Capital; (x) various uninsured or uninsurable risks; (xi) natural disasters; and (xii) the ability of third-parties to manage properties. With respect to investments in the form of real property indirectly owned by our clients, such clients will incur the burdens of ownership of real property, which include the paying of property management compensation, expenses and material taxes, maintaining such property and any improvements thereon and ultimately disposing of such property. With respect to investments in equity securities, debt securities or other financial instruments, our clients will in large part be dependent on the ability of third parties to successfully operate the underlying real estate assets. In addition, our clients may invest in mortgage loans that are structured so that all or a substantial portion of the principal will not be paid until maturity, which increases the risk of default at that time. Our investment strategy, which may involve the acquisition of distressed or underperforming assets in a leveraged capital structure, will involve a high degree of legal and financial risk, and there can be no assurance that our rate of return objectives will be realized for our clients or that there will be any return of capital. There is no assurance that there will be a ready market for resale of investments because investments in real estate-related assets generally are not liquid. Illiquidity may result from the absence of an established market for the investments, as well as from legal or contractual restrictions on their resale by our clients. The possibility of partial or total loss of capital exists.

*Joint Ventures.* Our clients may invest in vehicles that enter into real estate joint ventures, and to a lesser extent will directly enter into such joint ventures. Such investments may involve risks not inherent in other types of investment vehicles, including, for example, the possibility that such persons might become bankrupt, have economic or business interests or goals inconsistent with those of our clients or otherwise be in a position to take action inconsistent with our clients' desires, policies or objectives. Action taken by such persons might subject the property to liabilities in excess of, or other than, those contemplated. In addition, we and our clients may rely upon the abilities and management expertise of the co-venturer or partner. It may also be more difficult for us to sell our clients' interest in any joint venture, partnership or entity with other owners than to sell its interest in other types of investments. We may grant co-venturers or partners veto powers with respect to major decisions concerning the management and disposition of the investment, which would increase the risk of deadlocks. A deadlock could adversely affect investment returns or value, or require our clients to use their assets to purchase the interest of the co-venturer or partner under agreements providing for the forced sale of such interest.

Additionally, co-venturers or partners are granted incentive, promote, property management and/or similar fees or compensation. Such compensation structures may create incentives to take action inconsistent with our clients' desires, policies or objectives and could also

negatively impact our clients' returns. Furthermore, if such co-venturer or partner defaults on its funding obligations, it may be difficult for us to make up the shortfall from other sources. Our clients may be required to make additional contributions to replace such shortfall, thereby reducing the diversification of their investments. In addition, our clients may be liable for the actions of co-venturers or partners. We will review the qualifications of and previous experience of co-venturers or partners, but do not expect to obtain financial information from, or to undertake private investigations with respect to, prospective co-venturers or partners.

*Debt Market Conditions.* Changes in general economic conditions may affect our clients' activities. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the global finance markets may affect the value and number of investments made by our clients or considered for prospective investment. Our clients' investments can be expected to be sensitive to the performance of the overall economy. A negative impact on economic fundamentals and consumer and business confidence would likely increase market volatility and reduce liquidity, both of which could have a material adverse effect on the performance of our clients' investments. No assurance can be given as to the effect of these events on our clients' investment objectives. In response to the global financial crisis in 2008, the Board of Governors of the U.S. Federal Reserve System (the "Federal Reserve") and certain non-U.S. central banks, including the European Central Bank, took actions to hold interest rates to historic lows. Recently, the Federal Reserve and other central banks have begun efforts to normalize interest rates. These and other actions by the Federal Reserve and other central banks, including changes in policies, have had a significant and ongoing effect on interest rates and on the U.S. and world economies generally, which in turn may affect the valuations at which our clients are able to acquire investments and performance of such investments on an absolute or relative basis. In addition, the consequences of the extensive changes to the regulation of various markets and market participants contemplated by the legislation and increased regulation arising out of the global financial crisis have not been fully implemented in all cases, and therefore the ultimate effects thereof are difficult to predict or measure with certainty. Any future disruptions in debt or equity markets may impair our clients' ability to consummate transactions and cause our clients to enter into transactions on less favorable terms, including both acquisitions and exits.

*Concentration.* A focus in a particular geographic region or specific type of real estate market may result in a client's portfolio lacking asset class diversification and being highly concentrated. Further, portfolios may become more susceptible to fluctuations in value resulting from adverse economic or business conditions, changes in governmental rules and fiscal policies, natural disasters, global health epidemics, environmental disasters or acts of terrorism, and other factors affecting that particular market. A concentration of property types held by our clients can increase the risk that a decline in a particular industry or business would have a disproportionately large impact on the performance of our clients as a whole. The failure of even one of these investments could have a materially adverse impact on a client's overall performance.

*Rental Properties.* The yields available from rental property ownership depend on the amount of rental income earned and asset appreciation generated by the related properties as well as the expenses incurred in connection therewith. If any of our clients' properties do not generate income sufficient to meet operating expenses, including debt service and capital expenditures,

the value of our clients' investments could be adversely affected. There can be no assurance that any property in which our clients invest will be able to generate income sufficient to meet operating expenses. The successful operation of the rental properties is also dependent upon, among other things, in the area of the properties: (i) the degree to which each property competes with other available properties in the area; (ii) timely collection of rent and other charges payable by tenants; (iii) timely renewal or replacement of existing tenants and leases; (iv) operating costs; (v) increases in rents and charges to cover increases in operating expenses (including taxes, utility rates and maintenance costs) and the costs of required repairs resulting from reasonable wear and tear and casualties; (vi) the impact of applicable federal, state and local laws; and (vii) the performance of the property manager.

Many of the costs associated with the ownership of an equity interest in real estate, such as debt service, real estate taxes and assessments, maintenance expenses and certain operating costs, are relatively fixed and payable whether or not cash flow from such real estate is sufficient for such payments. In addition, many of such costs are beyond the control of the owner or management agent of the property and may increase over time, whether or not rents and other charges payable by tenants may be increased. There may also be shortages of or delays in obtaining the supplies and materials needed to operate a project, such as heating fuels, gasoline, electrical power or other supplies and materials. In addition to the general types of risks identified above, certain types of income-producing projects may be subject to specific risks.

*Multi-Family Properties.* Multi-family residential properties are generally subject to all of the risks attendant upon the ownership and operation of other real estate assets. In addition to such other risks, the value and successful operation of a multi-family property may be affected by a wide range of factors, including the physical attributes of the property such as its age, condition, design, appearance, access to transportation and construction quality; its location; the quality of property management; the ability of management to provide adequate maintenance and insurance; the types of services or amenities that the property or surrounding area provides and the property's or the area's reputation; the level of mortgage interest rates and availability of government incentives, which may encourage tenants to purchase rather than lease housing; the generally short terms of residential leases; the presence of competing rental properties; the tenant mix, such as the tenant population being predominantly students or being heavily dependent on workers from a particular business; adverse local or national economic conditions, which may limit the amount of rent that may be charged and may result in a reduction of timely rent payments or a reduction in occupancy levels; state and local regulations, which may affect the building owner's ability to increase rent to the level of market rents for an equivalent home; government assistance/rent subsidy programs; state and local regulations regarding permissible lease durations; and the inventory of unsold properties in the local market that are being rented until economic conditions improve. In addition, certain jurisdictions regulate the relationship between an owner and its tenants. Commonly, these laws require a written lease, good cause for eviction, disclosure of fees and notification to residents of changed land use, while prohibiting unreasonable rules and retaliatory evictions. If any of such risk factors are heightened or the conditions associated with such risk factors deteriorate, our clients' investments in such properties or in the owners and operators of such properties may incur losses.



*Office Properties.* Investments in office properties involve a number of risks, including the impact of the general economic climate and local real estate conditions on the building's tenants; the quality of an office building's tenants; an economic decline in the business operated by the tenants; the physical attributes of the building in relation to competing buildings (e.g., age, condition, design, appearance, location, access to transportation and ability to offer certain amenities, such as sophisticated building systems and/or business wiring requirements); the physical attributes of the building with respect to the technological needs of the tenants, including the adaptability of the building to changes in the technological needs of the tenants; the diversity of an office building's tenants (or reliance on a single or dominant tenant); the availability of sublease space; the desirability of the area as a business location; the strength, nature and unemployment rates of the local economy, including labor costs and quality, tax environment and quality of life for employees; and an adverse change in population, patterns of telecommuting or sharing of office space and employment growth (which creates demand for office space).

*Industrial Properties.* With respect to industrial leases, tenant needs may change very quickly, especially certain technological needs. An industrial facility that is technologically up to date today may very soon require major renovations to meet new, unforeseen needs of certain tenants. Location of an industrial property can likewise be a variable, if newer facilities and complexes are built in a different area or if tenants relocate. Further, industrial complexes may be exposed to greater potential for environmental issues, posing a larger risk to our clients.

*Retail Properties.* Retail businesses are especially sensitive to an economic downturn, and they present a degree of sensitivity to the financial climate not seen in other types of real estate investments, such as residential properties. Retail tenants are difficult to attract and maintain, and the quality of tenants can impact the value of retail property investments. Commercial properties can quickly lose value if space becomes vacant or if a lease is about to expire, placing further pressure on our clients' investment.

*Hospitality.* Hospitality properties are subject to certain operating risks, including reductions of occupancy or room rates, adverse changes in travel patterns, increases in real estate and other tax rates, wages and benefits, utility costs, insurance costs, repairs and maintenance and administrative expenses, all of which may adversely affect such property's cash flows. In addition, more so than other property types, hospitality properties frequently have ongoing obligations to make renovations and other capital improvements in order to stay competitive, including, without limitation, replacements, from time to time, of furniture, fixtures and equipment, particularly if such hospitality property is a branded hotel. These obligations are subject to a number of risks, including, without limitation, that (a) cash flow from operations and reserves may be inadequate to fund capital improvements, (b) financing for these capital improvements may not be available on affordable terms, and (c) market demand for hotel properties following the undertaking or completion of capital improvements will not exist or will continue to be diminished. The costs of capital improvements could negatively impact the financial condition of a hospitality property. A hospitality property may be managed by a third-party hotel management companies pursuant to management agreements (or a lease for the entire hotel property which contains terms similar to traditional hotel management agreements). Accordingly, its business and operating results depend in large part upon the performance of these hotel management companies under their management agreements. In

addition, hotel properties may not readily be converted to alternative uses if they were to become unprofitable due to competition, age of improvements, decreased demand or other factors. Moreover, the conversion of a hotel to alternative uses would generally require substantial capital expenditures.

*Self-Storage.* Our clients may invest in self-storage properties, which may be adversely affected by the national economic climate and the local or regional economic climate, which may be adversely impacted by, among other factors, industry slowdowns, relocation of businesses and changing demographics; periods of economic slowdown or recession, rising interest rates or declining demand for self-storage or the public perception that any of these events may occur could result in a general decline in rental rates or an increase in tenant defaults; local or regional real estate market conditions such as the oversupply of self-storage or a reduction in demand for self-storage in a particular area; perceptions by prospective users of self-storage properties of the safety, convenience and attractiveness of the properties and the neighborhoods in which they are located; increased operating costs, including need for capital improvements, insurance premiums, real estate taxes and utilities; changes in supply of or demand for similar or competing properties in an area; the impact of environmental protection laws; earthquakes and other natural disasters, terrorist acts, civil disturbances or acts of war which may result in uninsured or underinsured losses; and changes in tax, real estate and zoning laws.

*Manufactured Housing.* Our clients may invest in manufactured housing. Risks relating to manufactured housing include the national and local economic climate which may be adversely affected by, among other factors, plant closings, and industry slowdowns; local real estate market conditions such as the oversupply of manufactured home sites or a reduction in demand for manufactured home sites in an area; the number of repossessed homes in a particular market; the lack of an established dealer network; the rental market which may limit the extent to which rents may be increased to meet increased expenses without decreasing occupancy rates; the safety, convenience and attractiveness of properties and the neighborhoods where they are located; zoning or other regulatory restrictions; competition from other available manufactured housing communities and alternative forms of housing (such as apartment buildings and single-family homes); failure to provide or obtain adequate management, maintenance and insurance; increased operating costs, including insurance premiums, real estate taxes and utilities; and the enactment of rent control laws or laws taxing the owners of manufactured homes.

*Data Centers.* Some of our clients invest in data centers. Adverse developments in the data center market or in the industries in which our customers operate could lead to a decrease in the demand for data center space or managed services. These adverse developments could include: a decline in the technology industry, such as a decrease in the use of mobile or web-based commerce, industry slowdowns, business layoffs or downsizing, relocations of businesses, increased costs of complying with existing or new government regulations and other factors; a slowdown in the growth of the Internet generally as a medium for commerce and communication; a downturn in the market for data center space generally such as oversupply of or reduced demand for space; and the rapid development of new technologies or the adoption of new industry standards that render customers' current products and services obsolete or unmarketable and that contribute to a downturn in customer businesses, increasing

the likelihood of a defaults under leases or that data center customers become insolvent or file for bankruptcy protection. The occurrence of any of these or other adverse conditions can adversely impact market rents for, and cash flows from, data center properties, which could adversely affect our clients.

*Potential Environmental Liability.* Under various U.S. federal, state, and local laws, ordinances and regulations, a current or previous owner, developer or operator of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, on, under or in its property. The costs of removal or remediation of such substances could be substantial. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release or presence of such hazardous substances. The ICONIQ Private Funds or an External Portfolio Manager will attempt to assess such risks as part of its due diligence activities, but cannot give any assurance that such conditions do not exist or may not arise in the future. The presence of such substances on such ICONIQ Private Funds' or an External Funds' real estate investments could adversely affect its ability to sell such investments or to borrow using such investments as collateral.

*Risks upon Disposition of a Property.* In connection with a disposition of a property, an ICONIQ Private Fund or an External Portfolio Manager may be required to make representations about the condition of the property or may be responsible for the contents of disclosure documents under applicable securities laws. An ICONIQ Private Fund or an External Portfolio Manager also may be required to indemnify the purchaser of a property to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. Such arrangements may result in contingent liabilities which may be funded by the ICONIQ Private Funds. There can be no assurance that an ICONIQ Private Fund or an External Portfolio Manager will be able to dispose of its interest in any property at a time that could be considered economically opportune, or at all.

*Insurance.* There may be certain losses, including losses from floods and losses from earthquakes, acts of war, acts of terrorism or riots, that are not generally insured against or that are not generally fully insured against because it is not deemed to be economically feasible or prudent to do so. If an uninsured loss or a loss in excess of insured limits occurs with respect to a real estate investment, an ICONIQ Private Fund or an External Portfolio Manager could experience a significant loss and could potentially remain obligated under any recourse debt associated with the property.

*Risks Associated with Investments in Real Assets.* We will seek to generate attractive returns while providing inflation protection and diversification and downside protection by investing the assets of certain of our clients in assets that are historically less correlated to the financial markets. Examples of real assets and certain risks associated therewith include:

*Metals.* Prices of metals (e.g., gold, silver, platinum, palladium, etc.) are affected by factors such as cyclical economic conditions, political events, mining activities/conditions and monetary policies of various governments and countries. In addition, certain precious metals are geographically concentrated, and events in those parts of the world in which such concentration exists may affect their values. Gold, aluminum, steel and other metals are also

subject to governmental action for political reasons. The markets for metals are volatile and there may be sharp fluctuations in prices even during period of rising prices.

*Energy.* Markets for energy-related assets, including electricity, coal, natural gas, crude oil and other petroleum products, can be susceptible to substantial price fluctuations over short periods of time and are particularly affected by political events (including sanctions), natural disasters, exploration and development success or failure, and technological changes. In addition, significant short-term price volatility can be caused by the inability to store electricity, tariff regulation and consumer advocacy.

*Agricultural/Timber Assets.* Agricultural and timber assets are particularly sensitive to changes in, among other things, climate, crop and livestock health, world political events, government action (including export and import restrictions and embargoes), international and regional trade contracts, labor contracts, transportation systems and crop predictions. Significant production declines and volume decreases of agricultural and timber assets can occur as a result of, among other things, hurricanes, tornadoes, floods, fires and other natural disasters. In addition, agricultural and timber assets are subject to price volatility as a result of disruptions relating to the facilities necessary to produce, transport, store and deliver the agricultural/timber asset. As a result, the net assets of an ICONIQ Private Fund or an External Fund may be affected by such factors.

*Physical Assets/Infrastructure.* Investments in physical assets, including oil, gas, electric power, transmission facilities, telecommunication and networking infrastructure, water treatment centers and power plants, are subject to risks—destruction, loss, industry-specific regulation (e.g., pollution control regulation), operating failures, labor relations, etc.—that are not typically directly applicable to financial instrument trading. In addition, the regulation of such assets is extensive and variable, and an ICONIQ Private Fund or an External Fund's commitment to certain of such assets (e.g., if an ICONIQ Private Fund or an External Fund were to invest in a power plant) could be wholly illiquid for long periods of time. Prices of such assets are affected by factors such as global supply and demand, investors' expectations with respect to the rate of inflation, currency exchange rates, interest rates, investment and trading activities of hedge funds and commodity funds, and global or regional political, economic or financial events and situations. Markets can be volatile at times, and there may be sharp fluctuations in prices even during periods of rising prices.

*Storage of Physical Assets.* An ICONIQ Private Fund or an External Fund may from time to time take physical delivery of assets and store them for future sale. In such cases such ICONIQ Private Fund or External Fund will make use of commercial storage facilities appropriate to the particular physical assets in question. Assets held in storage are subject to a risk of loss in the event of bankruptcy of the storage facility, or physical damage to the storage facility and its contents. Physical loss of stored assets may be the result of insurable or uninsurable risks. We may choose not to purchase insurance for insurable risks based on its assessment of the cost of the insurance compared to the risks insured. Even if the physical assets owned by an ICONIQ Private Fund or an External Fund are insured, certain events such as terrorist attacks or extreme weather events may not be covered by such insurance.

*Risks Associated with More-Liquid Investments.* Our clients make direct and indirect investments in more-liquid opportunities for investment purposes to seek to achieve the highest return on our client's cash balances through relatively low-risk conservative investments. Below are some representative risks relating to some of the specific sectors and investments in which our clients may invest directly or indirectly.

*Cash Equivalents.* We (or an External Portfolio Manager) may elect to maintain a portion of our clients' assets in cash and cash equivalents, such as money market funds, government agency obligations, short-term government bonds or Treasury bills, marketable securities and commercial paper. Investments in cash equivalents provide greater security and liquidity than other types of investments but do not usually offer as high a rate of return. In particular, because money market funds may only invest in securities with a lower level of risk, over time they may produce lower returns than investments in stocks or bonds, which entail higher levels of risk. While money market funds seek to purchase and manage instruments to maintain a stable \$1.00 share price, there is no guarantee that a money market fund will be able to do so. For example, a major increase in interest rates or a decrease in the credit quality of the issuer of one of a money market fund's investments could cause the money market fund's share price to decrease and our clients could incur a loss.

*High-Yield.* Bonds or other fixed-income securities that are "higher yielding" debt securities are generally not exchange-traded and, as a result, these securities trade in the over-the-counter marketplace, which is less transparent and has wider bid/ask spreads than the exchange-traded marketplace and may result in our clients receiving a less favorable price than in a more liquid market. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions, which could lead to the issuer's inability to meet timely interest and principal payments. High-yield securities are generally more volatile and may or may not be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured by substantially all of the issuer's assets. High-yield securities may also not be protected by financial covenants or limitations on additional indebtedness. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities may be highly leveraged and may not have more traditional methods of financing available to them. In addition, our clients may directly or indirectly invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments.

Our clients may directly or indirectly invest in obligations of issuers that are generally trading at significantly higher yields than had been historically typical of the applicable issuer's obligations. Such investments may include debt obligations that have a heightened probability of being in covenant or payment default in the future or that are currently in default and are generally considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer might not make any interest or other payments. Typically, such workout or bankruptcy proceedings result only in partial recovery

of cash payments or an exchange of the defaulted security for other debt or equity securities of the issuer or its affiliates, which may in turn be illiquid or speculative.

*Corporate Debt.* Bonds, including certain investment-grade bonds, notes and debentures issued by corporations may pay fixed, variable or floating rates of interest, and may include zero-coupon obligations. Our clients may be paid interest in kind in connection with their investments in corporate debt and related financial instruments (e.g., the principal owed to a client in connection with a debt investment may be increased by the amount of interest due on such debt investment). Such investments may experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, such client may experience substantial losses.

*Municipal Securities.* Various factors may adversely affect the value and yield of municipal securities, including municipal bonds. These factors include political or legislative changes and uncertainties related to the tax status of municipal securities or the rights of investors in these securities. To the extent that our clients invest heavily in a particular state's municipal securities, such clients will be more vulnerable to factors affecting that state. Our clients' investments in revenue securities, where principal and interest payments are made from the revenue of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant impact on the project's ability to make payments of principal and interest on these securities.

*Debt Securities.* Debt securities of all types of issuers may have speculative characteristics, regardless of whether they are rated. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal in accordance with the terms of the obligations.

*Interest Rate Risk.* Changes in interest rates can affect the value of our clients direct and indirect investments in fixed-income instruments. Increases in interest rates may cause the value of such clients' debt investments to decline. Such clients may experience increased interest rate risk to the extent they invest, if at all, in lower-rated instruments, debt instruments with longer maturities, debt instruments paying no interest (such as zero-coupon debt instruments) or debt instruments paying non-cash interest in the form of other debt instruments.

*Prepayment Risk.* The frequency at which prepayments (including voluntary prepayments by the obligors and accelerations due to defaults) occur on debt instruments will be affected by a variety of factors including the prevailing level of interest rates and spreads as well as economic, demographic, tax, social, legal and other factors. Generally, obligors tend to prepay their fixed rate obligations when prevailing interest rates fall below the coupon rates on their obligations. Similarly, floating rate issuers and borrowers tend to prepay their obligations when spreads narrow.

In general, "premium" securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" securities (securities whose principal or par amounts exceed their market values) are adversely

affected by slower than anticipated prepayments. Since many fixed rate obligations will be discount instruments when interest rates and/or spreads are high, and will be premium instruments when interest rates and/or spreads are low, such debt instruments may be adversely affected by changes in prepayments in any interest rate environment.

The adverse effects of prepayments may impact our clients' portfolios in two ways. First, particular investments may experience outright losses, as in the case of an interest-only instrument in an environment of faster actual or anticipated prepayments. Second, particular investments may underperform relative to hedges that we, or an External Portfolio Manager, may have constructed for these investments, resulting in a loss to such clients' overall portfolio. In particular, prepayments (at par) may limit the potential upside of many instruments to their principal or par amounts, whereas their corresponding hedges often have the potential for unlimited loss.

*Zero-Coupon and Deferred Interest Bonds.* Zero-coupon bonds and deferred interest bonds are debt obligations issued at a significant discount from face value. The original discount approximates the total amount of interest the bonds will accrue and compound over the period until maturity or the first interest accrual date at a rate of interest reflecting the market rate of the security at the time of issuance. While zero-coupon bonds do not require the periodic payment of interest, deferred interest bonds generally provide for a period of delay before the regular payment of interest begins. Such investments experience greater volatility in market value due to changes in interest rates than debt obligations that provide for regular payments of interest.

*Mezzanine Debt.* Mezzanine debt is typically junior to the obligations of a company to senior creditors, trade creditors and employees. Our ability, or the ability of an External Fund or External Portfolio Manager, to influence a company's affairs, especially during periods of financial distress or following an insolvency, will be substantially less than that of senior creditors. Mezzanine debt instruments are often issued in connection with leveraged acquisitions or recapitalizations in which the issuers incur a substantially higher amount of indebtedness than the level at which they had previously operated. Default rates for mezzanine debt instruments have historically been higher than for investment-grade instruments. In the event of the insolvency of a client's direct or indirect portfolio company or similar event, such client's debt investment therein will be subject to fraudulent conveyance, subordination and preference laws.

*Stressed Debt.* Stressed issuers are issuers that are not yet deemed distressed or bankrupt and whose debt securities are trading at a discount to par, but not yet at distressed levels. An example would be an issuer that is in technical default of its credit agreement, or undergoing strategic or operational changes, which results in market pricing uncertainty. The market prices of stressed and distressed instruments are highly volatile, and the spread between the bid and the ask prices of such instruments is often unusually wide.

*Non-Performing Nature of Debt.* Certain debt instruments may be non-performing or in default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to such debt instruments.

*Troubled Origination.* When financial institutions or other entities that are insolvent or in serious financial difficulty originate debt, the standards by which such instruments were originated, the recourse to the selling institution, or the standards by which such instruments are being serviced or operated may be adversely affected.

*Sovereign Debt.* Several factors may affect (i) the ability of a government, its agencies, instrumentalities or its central bank to make payments on the debt it has issued (“Sovereign Debt”), including securities that we, or an External Portfolio Manager, believe are likely to be included in restructurings of the external debt obligations of the issuer in question, (ii) the market value of such debt and (iii) the inclusion of Sovereign Debt in future restructurings, including such issuer’s (x) balance of trade and access to international financing, (y) cost of servicing such obligations, which may be affected by changes in international interest rates, and (z) level of international currency reserves, which may affect the amount of non-U.S. exchange available for external debt payments. Significant ongoing uncertainties and exposure to adverse conditions may undermine the issuer’s ability to make timely payment of interest and principal, and issuers may default on their Sovereign Debt.

*Equitable Subordination.* Under common law principles that in some cases form the basis for lender liability claims, if a lender (i) intentionally takes an action that results in the undercapitalization of a borrower or issuer to the detriment of other creditors of such borrower or issuer, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower or issuer to the detriment of other creditors of such borrower or issuer, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors (a remedy called “equitable subordination”). If we or an External Fund engages in such conduct, we or such External Fund may be subject to claims from creditors of an obligor that debt held by us or such External Fund should be equitably subordinated.

*Loan Investments.* Success in the area of loan investing will depend, in part, on our or an External Portfolio Manager’s ability to obtain loans on advantageous terms. In purchasing loans, clients will compete with a broad spectrum of investors and institutions. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors.

*Leveraged Loans.* “Leveraged loans” are loans made to companies with a below investment-grade rating from any nationally recognized rating agency. Such loans may be performing poorly when a client directly or indirectly acquires them. There is no assurance that we or an External Portfolio Manager will correctly evaluate the value of the assets collateralizing such loans or the prospects for distribution on or repayment of such loans. A client may lose its entire investment or may be required to accept cash, property or securities with a value less than such client’s original investment and/or may be required to accept payment over an extended period of time.

*Risks Associated with Investments in Structured Products.* Our clients may directly or indirectly invest in securities backed by, or representing interests in, certain underlying instruments or assets (“Structured Products”). The cash flow on the underlying instruments or assets may be



apportioned among the Structured Products to create securities with different investment characteristics such as varying maturities, payment priorities and interest rate provisions, and the extent of the payments made with respect to the Structured Products is dependent on the extent of the cash flow on the underlying instruments. The performance of Structured Products will be affected by a variety of factors, including the availability of any credit enhancement, the level and timing of payments and recoveries on, and the characteristics of, the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets. Structured Products are typically sold in private placement transactions, and investments in Structured Products may therefore be illiquid in nature, with no readily available secondary market. Because certain Structured Products of the type in which our clients may invest may involve no credit enhancement, the credit risk of those Structured Products generally would be equivalent to that of the underlying instruments. Our clients may directly or indirectly invest in a class of Structured Products that is either subordinated or unsubordinated to the right of payment of another class. Subordinated Structured Products typically have higher yields and present greater risks than unsubordinated Structured Products.

Additionally, the yield to maturity of a tranche may be extremely sensitive to the rate of defaults in the underlying reference portfolio. A rapid change in the rate of defaults may have a material adverse effect on the yield to maturity. It is therefore possible that clients may incur losses on its investments in Structured Products regardless of their original credit profile. Finally, the securities in which our clients or underlying External Funds are authorized to invest include securities that are subject to legal or contractual restrictions on their resale or for which there is a relatively inactive trading market. Securities subject to resale restrictions may sell at a price lower than similar securities that are not subject to such restrictions.

*Risks Related to Structured Finance Securities.* Our clients may directly or indirectly invest in structured finance securities. Structured finance securities are generally debt securities that entitle the holders thereof to receive payments of interest and principal that depend primarily on the cash flow from or sale proceeds of a specified pool of assets, either fixed or revolving, that by their terms convert into cash within a finite time period, together with rights or other assets designed to assure the servicing or timely distribution of proceeds to holders of such securities.

Investing in structured finance securities entails various risks, including credit risks, liquidity risks, interest rate risks, market risks, operations risks, structural risks, geographical concentration risks, basis risks and legal risks.

Structured finance securities are subject to the significant credit risks inherent in the underlying collateral and to the risk that the servicer fails to perform. Such securities may include credit enhancements designed to raise the overall credit quality of the security above that of the underlying collateral, but insurance providers and other sources of credit enhancement may fail to perform their obligations.

We expect that some structured finance securities clients or underlying External Funds may directly or indirectly hold will be subordinate in right of payment and rank junior to other securities that are secured by or represent an ownership interest in the same pool of assets. In

addition, many of the related transactions have structural features that divert payments of interest and/or principal to more senior classes when the delinquency or loss experience of the pool exceeds certain levels. Consequently, such securities have a higher risk of loss as a result of delinquencies or losses on the underlying assets. In certain circumstances, payments of interest may be reduced or eliminated for one or more payment dates. Additionally, as a result of cash flow being diverted to payments of principal of more senior classes, the average life of such securities may lengthen.

Structured finance securities are also subject to the risks of the assets securitized. In particular, they are subject to risks related to the quality of the control systems and procedures used by the parties originating and servicing the securitized assets. Deficiencies in these systems may negatively affect the value of the securities, including by resulting in higher-than-expected borrower delinquencies or the inability to effectively pursue remedies against borrowers due to defective documentation.

*ABS and MBS Generally.* The investment characteristics of asset-backed securities (“ABS”) and mortgage-backed securities (“MBS”) differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time.

*Commercial MBS.* Mortgage loans on commercial properties often are structured so that a substantial portion of the loan principal is not amortized over the loan term but is payable at maturity and repayment of the loan principal thus often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and salability of the real estate. Therefore, the unavailability of real estate financing may lead to default.

Most commercial mortgage loans underlying MBS are effectively nonrecourse obligations of the borrower, meaning that there is no recourse against the borrower’s assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related MBS are likely to be adversely affected. The ultimate extent of the loss, if any, to the subordinated classes of MBS may only be determined after a negotiated discounted settlement, restructuring or sale of the mortgage note, or the foreclosure (or deed in lieu of foreclosure) of the mortgage encumbering the property and subsequent liquidation of the property. Foreclosure can be costly and delayed by litigation and/or bankruptcy. Factors such as the property’s location, the legal status of title to the property, its physical condition and financial performance, environmental risks, and governmental disclosure requirements with respect to the condition of the property may make a third party unwilling to purchase the property at a foreclosure sale or to pay a price sufficient to satisfy the obligations with respect to the related MBS. Revenues from the assets underlying such MBS may be retained by the borrower and the return on investment may be used to make payments to others, maintain insurance coverage, pay taxes or pay maintenance costs. Such diverted revenue is generally not recoverable without a court appointed receiver to control collateral cash flow.

*Collateralized Debt Obligations.* There are a variety of different types of collateralized debt obligations (“CDOs”), including CDOs collateralized by trust preferred securities and asset-backed securities and CDOs collateralized by corporate loans and debt securities called collateralized loan obligations (“CLOs”). CDOs may issue several types of securities, including CDO and CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO debt. CDOs are subject to credit, liquidity and interest rate risks, which are each discussed in greater detail above. The CDO equity may be unrated or non-investment grade. When holding a CDO equity, our clients or the underlying External Fund will have limited remedies available upon the default of the CDO. Such clients or External Funds may be unable to find a sufficient number of attractive opportunities to meet their investment objective or fully invest its committed capital. For example, from time to time, the market for CDO transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions. CDOs often invest in concentrated portfolios of assets. The concentration of an underlying portfolio in any one obligor would subject the related CDOs to a greater degree of risk with respect to defaults by such obligor and the concentration of a portfolio in any one industry would subject the related CDOs to a greater degree of risk with respect to economic downturns relating to such industry.

The value of CDOs generally fluctuates with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO (“CDO Collateral”), general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Consequently, holders of CDOs must rely solely on distributions on the CDO Collateral or proceeds thereof for payment in respect thereof. If distributions on the CDO Collateral are insufficient to make payments on the CDOs, no other assets will be available for payment of the deficiency and following realization of the CDOs, the obligations of such issuer to pay such deficiency generally will be extinguished. CDO Collateral may consist of high-yield debt securities, loans, asset-backed securities and other securities, which often are rated below investment grade (or of equivalent credit quality). High-yield debt securities generally are unsecured (and loans may be unsecured) and may be subordinated to certain other obligations of the issuer thereof. The lower ratings of high-yield securities and below investment grade loans reflect a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative.

#### *Risks Associated with Investments in Equity Securities*

*Equity Securities.* The ICONIQ Private Funds or External Funds may invest in common stocks, preferred stocks and convertible securities. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete and industry market conditions and general economic environments.

*Convertible Securities.* The ICONIQ Private Funds or External Funds may invest in convertible securities. Convertible securities are bonds, debentures, notes, preferred stock or other securities that may be converted into or exchanged for a specified amount of common

stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles its holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities; (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics; and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the ICONIQ Private Funds or External Funds is called for redemption, the ICONIQ Private Funds or External Funds, as applicable, will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on the ICONIQ Private Funds' or External Funds' ability to achieve its investment objective.

#### *Risks Associated with Investments in Listed Equity Securities*

*Generally.* The value of equity securities of public, listed companies and equity derivatives generally varies with the performance of the issuer and movements in the equity markets. As a result, a client may suffer losses if it invests directly or indirectly in equity instruments of issuers whose performance diverges from our expectations or if equity markets generally move in a single direction and the client is not hedged against such a general move. Our clients also may be exposed to risks that issuers will not fulfill contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

*PIPE Transactions.* Private investments in public companies whose stocks are quoted on stock exchanges or which trade in the over-the-counter securities market, a type of investment commonly referred to as a "PIPE" transaction, may be entered into with smaller capitalization public companies, which will entail business and financial risks comparable to those of investments in the publicly-issued securities of smaller capitalization companies, which may be less likely to be able to weather business or cyclical downturns than larger companies and

are more likely to be substantially hurt by the loss of a few key personnel. In addition, PIPE transactions will generally result in clients directly or indirectly acquiring either restricted stock or an instrument convertible into restricted stock. As with investments in other types of restricted securities, such an investment may be illiquid. Such client's or External Fund's ability to dispose of securities directly or indirectly acquired in PIPE transactions may depend on the registration of such securities for resale. Any number of factors may prevent or delay a proposed registration. Alternatively, it may be possible for securities acquired in a PIPE transaction to be resold in transactions exempt from registration in accordance with Rule 144 under the Securities Act, or otherwise under the U.S. federal securities laws. There can be no guarantee that there will be an active or liquid market for the stock of any small capitalization company due to the possible small number of stockholders. As a result, even if such securities acquired in a PIPE transaction are able to be registered or sold through an exempt transaction, clients or underlying External Funds may not be able to sell all the securities on short notice, and the sale of the securities could lower the market price of the securities. There is no guarantee that an active trading market for the securities will exist at the time of disposition of the securities, and the lack of such a market could directly or indirectly hurt the market value of such client's investments.

*Investments in Undervalued Assets.* Our clients may invest directly or indirectly in undervalued assets. The identification of investment opportunities in undervalued assets is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued assets offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from such investments may not adequately compensate investors for the business and financial risks assumed.

Clients or underlying External Funds may be forced to sell, at a substantial loss, assets that are not, in fact, undervalued. In addition, such clients or External Funds may be required to hold such assets for a substantial period of time before realizing their anticipated value. During this period, a portion of such client's funds would be committed to the assets purchased, possibly preventing such client from investing in other opportunities. In addition, such clients or the External Funds may finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

*Exchange-Traded Funds.* Exchange-traded funds ("ETFs") are publicly traded unit investment trusts, open-end funds or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector-specific, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETF trades. Generally, each shareholder of an ETF bears a pro rata portion of the ETF's expenses, including management fees. Accordingly, in addition to bearing their proportionate share of ICONIQ Capital's and/or an External Fund's expenses, clients may also indirectly bear similar expenses of an ETF.

*Activist Investing.* The success of an External Fund's activist investment strategy depends upon, among other things: (i) the External Portfolio Manager's ability to properly identify portfolio companies whose securities prices can be improved through corporate and/or strategic action; (ii) such External Fund's ability to acquire sufficient securities of such portfolio companies at a sufficiently attractive price; (iii) such External Fund's ability to avoid triggering anti-takeover and regulatory obstacles while aggregating its position; (iv) the willingness of the management of such portfolio companies and other security holders to respond positively to the External Portfolio Manager's proposals; and (v) favorable movements in the market price of any such portfolio company's securities in response to any actions taken by such portfolio company. There can be no assurance that any of the foregoing will occur.

Corporate governance strategies may prove ineffective for a variety of reasons, including: (i) opposition of the management or investors of the subject company, which may result in litigation and may erode, rather than increase, the value of the subject company; (ii) intervention of a governmental agency; (iii) efforts by the subject company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) market conditions resulting in material changes in the prices of securities; (v) the presence of corporate governance mechanisms such as staggered boards, poison pills and classes of stock with increased voting rights; and (vi) the necessity for compliance with applicable securities laws. In addition, opponents of a proposed corporate governance change may seek to involve regulatory agencies in investigating the transaction or the relevant External Fund and such regulatory agencies may independently investigate the participants in a transaction, including such External Fund, as to compliance with securities or other law. Furthermore, successful execution of a corporate governance strategy may depend on the active cooperation of investors and others with an interest in the subject company. Some investors may have interests which diverge significantly from those of an External Fund, and some of those parties may be indifferent to the proposed changes. Moreover, securities that an External Portfolio Manager believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the timeframe such External Portfolio Manager anticipates, even if a corporate governance strategy is successfully implemented. Even if the prices for a portfolio company's securities have increased, no guarantee can be made that there will be sufficient liquidity in the markets to allow such External Fund to dispose of all or any of their securities therein or to realize any increase in the price of such securities.

#### *Risks Associated with Investments in Short-Dated Specialty Finance.*

*Risks Relating to Investments in Trade Receivables.* Clients may invest directly or indirectly in trade receivables, which may include, but are not limited to, such items as purchase agreements or other performance contracts, leases of various types of real and personal property, and receivables from sales agreements or other trade contracts. Trade receivables are generally unsecured and may be subject to risks like obligor default during difficult business periods, dilution risk, commingling risk or servicer default.

*Warehouse Agreements.* Clients may enter directly or indirectly into warehouse agreements ("Warehouse Agreements") with certain collateral managers, including the manager of an External Fund. Pursuant to such Warehouse Agreements, such client or External Fund may

provide financing, either directly or indirectly, for the purchase of assets, or may own certain assets (“Warehouse Securities”) in anticipation of such assets constituting the collateral of a CDO or other structured transaction (a “Structured Transaction”). Upon the closing of the Structured Transaction to which the Warehouse Agreement relates, such client or External Fund may or may not purchase securities issued in such Structured Transaction. Such client or External Fund may not achieve its investment objective in financing the warehouse if the Warehouse Securities are not purchased in the Structured Transaction or where the Structured Transaction fails to close. A collateral manager will purchase Warehouse Securities from the warehouse for a Structured Transaction only to the extent that the collateral manager determines that such purchases are consistent with the investment guidelines of the Structured Transaction, the restrictions contained in the collateral management agreement and applicable law. If Warehouse Securities are not purchased for a Structured Transaction, depending on the terms of the Warehouse Agreement, Warehouse Securities may be liquidated, which may result in a direct or indirect profit or a loss to such client, or such client or External Fund may take possession of the Warehouse Securities. In either case, such client or External Fund will bear the risk that the value of such Warehouse Securities may be below their purchase price. If a Structured Transaction fails to close, in addition to the foregoing risks, such client may not be directly or indirectly paid for financing the warehouse facility.

*Bridge Loans.* It is a common practice for financial institutions to commit to providing bridge loans to facilitate acquisitions, including leveraged buyouts and real estate, where they serve as advisers to the purchaser. Bridge loans are frequently made because, for timing or market reasons, longer-term financing is not available at the time the funds are needed, which is often at the time of the closing of an acquisition. In the past, these commitments were not frequently drawn upon due to the availability of other sources of financing; however, due to market conditions affecting the availability of these other sources of financing (principally high-yield bond transactions), bridge loan commitments have been and may be drawn upon more regularly. Since these commitments were not regularly drawn upon in the past, there is little history for investors to rely upon in evaluating investments in bridge loans. Bridge loans often have shorter maturities. Borrower and lenders typically agree to shorter maturities based on the anticipation that the bridge loans will be replaced with other forms of financing within such shorter time period. However, the source and timing of such replacement financing may be uncertain and can be affected by, among other things, market conditions and the financial condition of the borrower at the maturity date of the bridge. If the borrower is unable to obtain replacement financing and repay the bridge loan at maturity, the terms of the bridge loan may provide for the bridge loan to be converted to a longer term loan. If bridge loans are not repaid (or cannot be disposed of on favorable terms) on the dates projected by us or an External Portfolio Manager, there may be an adverse effect upon our ability, or the ability of such External Portfolio Manager, to manage the assets in accordance with our models and projections or an adverse effect upon such client’s performance.

*Fraud Associated with Loans.* Of paramount concern in loan investments is the possibility of material misrepresentation or omission on the part of the borrower or loan seller. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of a client or External Fund to perfect or effectuate a lien on the collateral securing the loan. Such client or External Fund will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but

cannot guarantee such accuracy or completeness. Under certain circumstances, payments to such client or External Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

*Short-Term Market Considerations.* When trading decisions are made on the basis of short-term market considerations, increase in portfolio turnover rate could result in significant trading related expenses.

#### *Risks Associated with Investments in Liquid Credit Investments*

*Credit Risk.* Performance and investor yield on investments may be affected by default or perceived credit impairment and by general or sector specific credit spread widening. Credit risks associated with ICONIQ Private Funds or an External Fund investments include (among others): (i) the possibility that earnings of the obligor may be insufficient to meet its debt service obligations; (ii) the obligor's assets declining in value; and (iii) the declining creditworthiness, default and potential for insolvency of the obligor during periods of rising interest rates and economic downturn. An economic downturn and/or rising interest rates could severely disrupt the market for the investments and adversely affect the value of the External Fund investments and the ability of the obligors thereof to repay principal and interest. In turn, this could have a material adverse effect on the performance of an ICONIQ Private Fund or External Fund, and, by extension, an ICONIQ Private Fund or External Fund's business, financial condition, results of operations and the value of the investments. In the event of a default by a borrower, an ICONIQ Private Fund or External Fund will bear a risk of loss of principal and accrued interest on that portfolio investment. Any such portfolio investment may become defaulted for a variety of reasons, including non-payment of principal or interest, as well as breaches of contractual covenants. A defaulted portfolio investment may become subject to workout negotiations or may be restructured by, for example, reducing the interest rate, a write-down of the principal, and/or changes to its terms and conditions. Any such process may be extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on the defaulted investment. In addition, significant costs might be imposed on the lender, further affecting the value of the investment. The liquidity in such defaulted External Fund investments may also be limited and, where a defaulted portfolio investment is sold, it is unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest owed on that portfolio investment. This would have a material adverse effect on the value of an ICONIQ Private Fund or External Fund's portfolio, and, by extension, an ICONIQ Private Fund or External Fund's business, financial condition, results of operations and the value of the investments.

*Market Making by Dealers.* The value of an ICONIQ Private Fund's or an External Fund's fixed-income investments will be affected by general fixed income market conditions, such as the volatility and liquidity of the fixed income market, which are affected by the ability of dealers to "make a market" in fixed-income investments. In recent years, the market for bonds has significantly increased while dealer inventories have significantly decreased, relative to market size. This reduction in dealer inventories may be attributable to regulatory changes, such as capital requirements, and is expected to continue. As dealers' inventories decrease, so does their ability to make a market (and, therefore, create liquidity) in the fixed income market. Especially during periods of rising interest rates, this could result in greater volatility and



illiquidity in the fixed income market, which could impair an ICONIQ Private Fund's or an External Fund's profitability or result in losses.

### *Risks Associated with Investments in Less Liquid Credit Investments*

*Hung Loans.* The term “hung loan” commonly refers to a loan that has been made (or has been committed to be made), and the lender is not able to syndicate the loan on the originally anticipated terms. Hung loans are illiquid and lack readily ascertainable market values; there is no assurance that the price to be paid for hung loans by a client will reflect a discounted price that should allow such client to achieve a positive return on such loans or avoid losses. Since the price of the loans to be purchased is expected to continue to be significantly impacted by, in addition to the specific circumstances relating to each loan (e.g., in the case of a loan relating to a leveraged buyout, the financial condition of the target), global and macro-economic conditions (e.g., monetary policy, changes to currency exchange rates, governmental intervention or changes to existing laws, international geo-political events, etc.) as well as other systemic factors, it is possible that loans purchased by a client will suffer significant impairments in value as a result of events not predicted by such client. A client may also face difficulties in disposing of or leveraging such loans, or in doing so without incurring losses. The markets in which hung loans are purchased and sold have been volatile and are likely to continue to be volatile in the future.

*Bank Loans.* Bank loans are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of a client to directly enforce its rights with respect to participations. Successful claims by third parties arising from these and other risks will be borne by such client.

As secondary market trading volumes increase, new loans are frequently adopting standardized documentation to facilitate loan trading, which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been small relative to the high-yield debt market.

*Second Lien Loans.* A client may invest in loans that are secured by a second lien on assets. Second lien loans have been a developed market for a relatively short period of time, and there is limited historical data on the performance of second lien loans in adverse economic circumstances. In addition, second lien loan products are subject to intercreditor arrangements with the holders of first lien indebtedness, pursuant to which the second lien holders have waived many of the rights of a secured creditor, and some rights of unsecured creditors, including rights in bankruptcy that can materially affect recoveries. While there is broad market acceptance of some second lien intercreditor terms, no clear market standard has developed for certain other material intercreditor terms for second lien loan products. This variation in key intercreditor terms may result in dissimilar recoveries across otherwise

similarly situated second lien loans in insolvency or distressed situations. While uncertainty of recovery in an insolvency or distressed situation is inherent in all debt instruments, second lien loan products carry more risks than certain other debt products. Beginning in August 2007, the market for many loan products, including second lien loans, contracted significantly which made virtually all leveraged loan products, particularly second lien loan products, less liquid or illiquid. Many participants ceased underwriting and purchasing certain second lien loan products. There can be no assurance that the market for second lien loans will not contract further.

*Debtor-in-Possession Loans.* Loans to companies that have filed for protection under Chapter 11 of Title 11 of the United States Code, as amended, are most often asset-based, revolving working-capital facilities put into place at the outset of a Chapter 11 case to provide the debtor with both immediate cash and the ongoing working capital that will be required during the reorganization process. While such loans are generally less risky than many other types of loans as a result of their seniority in the debtor's capital structure and because their terms have been approved by a U.S. federal bankruptcy court order, it is possible that the debtor's reorganization efforts may fail and the proceeds of the ensuing liquidation of the DIP lender's collateral might be insufficient to repay in full the DIP loan.

#### *Risks Associated with Investments in Derivative Instruments*

Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, credit risk, legal risk and operations risk. The regulatory and tax environment for derivative instruments in which an ICONIQ Private Fund or an External Fund may participate is evolving, and changes in the regulation or taxation of such instruments may have a material adverse effect on an ICONIQ Private Fund or an External Fund.

*Call and Put Options.* An ICONIQ Private Fund or an External Fund may incur risks associated with the sale and purchase of call options and put options. Under a conventional cash-settled option, the purchaser of the option pays a premium in exchange for the right to receive upon exercise of the option (i) in the case of a call option, the excess, if any, of the reference price or value of the underlier (as determined pursuant to the terms of the option) above the option's strike price or (ii) in the case of a put option, the excess, if any, of the option's strike price above the reference price or value of the underlier (as so determined). Under a conventional physically-settled option structure, the purchaser of a call option has the right to purchase a specified quantity of the underlier at the strike price, and the purchaser of a put option has the right to sell a specified quantity of the underlier at the strike price.

A purchaser of an option may suffer a total loss of premium (plus transaction costs) if that option expires without being exercised. An option's time value (i.e., the component of the option's value that exceeds the in-the-money amount) tends to diminish over time. Even though an option may be in-the-money to the purchaser at various times prior to its expiration date, the purchaser's ability to realize the value of an option depends on when and how the option may be exercised. For example, the terms of the transaction may provide for the option to be exercised automatically if it is in-the-money on the expiration date. Conversely, the terms may require timely delivery of a notice of exercise, and exercise may be subject to other

conditions (such as the occurrence or non-occurrence of certain events, such as knock-in, knock-out or other barrier events) and timing requirements, including the “style” of the option.

Uncovered option writing (i.e., selling an option when the seller does not own a like quantity of an offsetting position in the underlier) exposes the seller to potentially significant loss. The potential loss of uncovered call writing is unlimited. The seller of an uncovered call may incur large losses if the reference price or value of the underlier increases above the exercise price by more than the amount of any premiums earned. As with writing uncovered calls, the risk of writing uncovered put options is substantial. The seller of an uncovered put option bears a risk of loss if the reference price or value of the underlier declines below the exercise price by more than the amount of any premiums earned. Such loss could be substantial if there is a significant decline in the value of the underlier.

*Derivatives.* The ICONIQ Private Funds or External Funds may invest in derivative instruments. Derivative instruments, or “derivatives,” include futures, options, swaps, structured securities, warrants and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are “leveraged,” and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose the ICONIQ Private Funds or External Funds to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom the ICONIQ Private Funds or External Funds contracts for the purpose of making derivative investments. In the event of the counterparty’s default, the ICONIQ Private Funds or External Funds will only rank as an unsecured creditor and risks the loss of all or a portion of the amounts it is contractually entitled to receive.

*Options.* The ICONIQ Private Funds or External Funds may invest in options. Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market’s perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor’s entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

*Index Futures.* The price of index futures contracts may not correlate perfectly with the movement in the underlying index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, participants may close futures contracts through offsetting transactions that would distort the normal relationship between the index and futures markets. Second, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also may cause price distortions. Successful use of index futures contracts by an ICONIQ Private Fund or External Fund also is subject to ICONIQ Capital's or an External Portfolio Manager's ability to correctly predict movements in the direction of the market.

*Credit Default Swaps.* The ICONIQ Private Funds or External Funds may invest in credit default swaps. Credit default swaps can be used to implement ICONIQ Capital's or an External Portfolio Manager's view that a particular credit, or group of credits, will experience credit improvement or deterioration. In the case of expected credit improvement, the ICONIQ Private Funds or External Funds may sell credit default protection in which it receives a premium to take on the risk. In such an instance, the obligation of the ICONIQ Private Funds or External Funds to make payments upon the occurrence of a credit event creates leveraged exposure to the credit risk of the referenced entity. The ICONIQ Private Funds or External Funds may also buy credit default protection with respect to a referenced entity if, in ICONIQ Capital's or the applicable External Portfolio Manager's judgment, there is a high likelihood of credit deterioration. In such instance, the ICONIQ Private Funds or such External Funds will pay a premium regardless of whether there is a credit event.

### *Risks Associated with Investments in Cryptocurrency*

*Cryptocurrencies Generally.* The investment characteristics of cryptocurrencies (which term includes, but is not limited to, virtual currencies, crypto-currencies, and digital coins and tokens) generally differ from those of traditional currencies, commodities or securities. Importantly, cryptocurrencies are not backed by a central bank or a national, supra-national or quasi-national organization, any hard assets, human capital, or other form of credit. Rather, cryptocurrencies are market-based: a cryptocurrency's value is determined by (and fluctuates often, according to) supply and demand factors, the number of merchants that accept it, and/or the value that various market participants place on it through their mutual agreement, barter or transactions.

*Cryptocurrency Investment Market.* Private and professional investors and speculators invest and trade in cryptocurrencies. These market participants may range from exchange-traded-funds, private investment funds, brokers and day-traders. Certain activity involving cryptocurrencies may require approvals, licenses or registration, which may serve as a barrier to entry of investors, thereby limiting the market for cryptocurrencies. There is no assurance that the investment market for cryptocurrencies in general will continue to grow.

*Risk of Total Loss of Capital.* While all investments risk the loss of capital, investments in cryptocurrencies should be considered substantially more speculative and significantly more

likely to result in a total loss of capital than most other investments. Consequently, an investment in cryptocurrencies could result in the total loss of all capital invested.

*Risks Relating to Development and Acceptance of Cryptocurrencies.* As a relatively new product and technology, cryptocurrencies are not yet widely adopted as a means of payment for goods and services. Banks and other established financial institutions may refuse to process funds for cryptocurrency transactions, process wire transfers to or from digital asset exchanges, cryptocurrency-related companies or service providers, or maintain accounts for persons or entities transacting in cryptocurrencies. Market capitalization for cryptocurrencies as a medium of exchange and payment method may always be low. Further, the use of cryptocurrencies as international currencies may be hindered by the fact that cryptocurrencies may not be considered a legitimate means of payment or legal tender in some jurisdictions. To date, speculators and investors seeking to profit from either short or long-term holding of cryptocurrencies drive much of the demand for it, and competitive products may develop which compete for market share.

*Development and Acceptance of Cryptocurrencies and Cryptocurrency Networks.* The growth and use of cryptocurrencies generally is subject to a high degree of uncertainty. Indeed, the future of the industry likely depends on several factors, including, but not limited to: (a) economic and regulatory conditions relating to both fiat currencies and cryptocurrencies; (b) government regulation of the use of and access to cryptocurrencies; (c) government regulation of cryptocurrencies and cryptocurrency service providers, administrators or exchanges; and (d) the domestic and global market demand for and availability of other forms of cryptocurrency or payment methods. Any slowing or stopping of the development or acceptance of cryptocurrencies or cryptocurrency networks may adversely affect our clients' investments.

*Anonymity and Illicit Use.* Although cryptocurrency transaction details are logged on the blockchain, a buyer or seller of a cryptocurrency may never know to whom the public key belongs or the true identity of the party with whom it is transacting. Public key addresses are randomized sequences of alphanumeric characters that, standing alone, do not provide sufficient information to identify users.

Transacting with a counterparty making illicit use of cryptocurrencies could have adverse consequences. On October 2, 2013, the FBI seized the domain name for the infamous “Silk Road” website—an online black marketplace for illicit goods and services—and arrested its alleged founder, Ross William Ulbricht. The website operated through multiple systems of strict anonymity and secrecy, using Bitcoin as the exclusive means of payment for illicit goods and services. As part of the raid, the FBI also seized over 26,000 Bitcoin from accounts on Silk Road, which were worth approximately \$3.6 million at the time. In November 2020, the U.S. Department of Justice seized more than \$1 billion in Bitcoin from an account linked to the Silk Road website. On January 27, 2014, the CEO of BitInstant (the New York-based Bitcoin exchange service) was arrested on charges of money laundering and operating an unlicensed money transmitting business. On July 24, 2017, the U.S. Department of the Treasury Financial Crimes Enforcement Network (“FinCEN”) assessed a \$110 million civil money penalty against BTC-e a/k/a Canton Business Corporation (“BTC-e”), an internet-based and foreign located digital currency exchange founded in 2011, for failing to register as a

Money Services Business and facilitating crimes like drug sales and ransomware attacks. FinCEN also assessed separate \$12 million fine against BTC-e's owner, Alexander Vinnik.

*Blockchain Technology May Not Prove Disruptive.* Blockchain-led transformation may be years away. So far, blockchain technology has, in many instances, not challenged traditional business models with a lower-cost solution, and has not yet overtaken incumbent firms. It may take decades for blockchain technologies to be integrated with economic infrastructure. Companies in the blockchain space may not become highly profitable for many years or decades, including until after the investment terms applicable to certain clients has elapsed.

*Risks Relating to Irrevocable Cryptocurrency Transactions.* Just as the blockchain creates a permanent, public record of cryptocurrency transactions, it also creates an irrevocable one. Transactions that have been verified, and thus recorded as a block on the blockchain, generally cannot be undone. Even if the transaction turns out to have been in error, or due to theft of a user's cryptocurrency, the transaction is not reversible. A client may be unable to replace missing cryptocurrencies or seek reimbursement for any erroneous transfer or theft of cryptocurrencies. To the extent that a client is unable to seek redress for such action, error or theft, such loss could adversely affect that client's investment. Under ICONIQ Capital's trade error policy, in the absence of intentionally illegal or wrongful conduct, gross negligence or breach of fiduciary duty by ICONIQ Capital, a client (and not ICONIQ Capital) will be responsible for any losses (including additional trading costs) resulting from trade errors.

*Risks Relating to Loss or Destruction of Cryptocurrencies.* Cryptocurrencies are intended to be controllable only by the possessor of both the unique public and private keys relating to the local or online digital wallet in which the cryptocurrencies are held. To the extent private keys relating to a client's cryptocurrency holdings are lost, destroyed or otherwise compromised, a client will be unable to access the related cryptocurrency and such private keys are not capable of being restored by the relevant cryptocurrency network. Any loss of private keys relating to digital wallets used to store a client's cryptocurrency could adversely affect that client's investment. Further, cryptocurrencies are transferred digitally, through electronic media not controlled or regulated by any entity. To the extent a cryptocurrency transfers erroneously to the wrong destination, a client may be unable to recover the cryptocurrency or its value. Such loss could adversely affect a client's investment.

*Technology and Operational Failures.* Business processes built on blockchain technology may be vulnerable to technology and operational failures. Accordingly, firms relying on such processes may need a robust business continuity plan and governance framework to mitigate risks.

*Risks Relating to Third-Party Wallet Providers.* ICONIQ Capital intends to direct our clients to use third-party wallet providers to hold their cryptocurrencies. A client may have a high concentration of its cryptocurrency holdings in one location or with one third-party wallet provider, which may be prone to losses arising out of hacking, loss of passwords, compromised access credentials, malware, or cyber-attacks. Our clients are not required to maintain a minimum number of wallet providers to hold our client cryptocurrencies. A client may not conduct detailed information technology diligence on such third-party wallet providers and, as a result, may not be aware of all security vulnerabilities and risks. Certain third-party wallet

providers may not indemnify our clients against any losses of cryptocurrencies. Cryptocurrencies held by third-parties could be transferred into “cold storage” or “deep storage,” in which case there could be a delay in retrieving such cryptocurrencies. Our clients may also incur costs related to third-party storage. Any security breach, incurred cost or loss of cryptocurrencies associated with the use of a third-party wallet provider, may adversely affect a client’s investment.

*Risks Relating to Cryptocurrency Security.* ICONIQ Capital intends to direct its clients to use third-party wallet providers to secure our client’s cryptocurrencies. We may direct clients to employ other systems to safeguard cryptocurrency holdings, such as “cold storage” or “deep storage,” which may increase the time required to access certain cryptocurrencies, and may, therefore, delay liquidation of a client’s cryptocurrencies or distributions, which could have a material adverse effect on the net asset value of a client. The systems in place to secure the cryptocurrencies may not prevent the improper access to, or damage or theft of a client’s cryptocurrencies. Further, a security breach could harm a client’s reputation or result in the loss of some or all of the client’s cryptocurrencies. Any such security breach or leak of non-public information relating to the security of cryptocurrencies may adversely affect a client’s investment.

*Security of Cryptocurrency Networks.* Techniques to secure the blockchains of cryptocurrency networks are recent inventions and may fail. For example, the incentives that keep a blockchain decentralized may prove insufficient, thus impacting the value or security of a client’s investment. Exploitations in various blockchains may occur which result in losses for a client.

*Risks Relating to Cryptocurrency Hackers.* Hackers or malicious actors may launch attacks to steal, compromise, or secure cryptocurrencies, such as by attacking a cryptocurrency network source code, exchange servers, third-party platforms, cold and hot storage locations or software, or cryptocurrency transaction history, or by other means. For example, in February 2014, Mt. Gox suspended withdrawals because it discovered hackers were able to obtain control over the exchange’s Bitcoin by changing the unique identification number of a Bitcoin transaction before it was confirmed by the Bitcoin network. Further, Flexcoin, a so-called Bitcoin bank, was hacked in March 2014 when attackers exploited a flaw in the code governing transfers between users by flooding the system with requests before the account balances could update—resulting in the theft of 896 Bitcoin. A client may be in control and possession of one of the largest holdings of a particular cryptocurrency. As a client’s cryptocurrency holdings increases in size, that client and ICONIQ Capital may become a more appealing target of hackers, malware, cyber-attacks or other security threats. As a result, we will direct our clients to undertake efforts to secure and safeguard the cryptocurrencies in custody from theft, loss, damage, destruction, malware, hackers or cyber-attacks, which may add significant expenses to the operation of our clients. There can be no assurance that such securities measures will be effective. Our clients may be unable to replace missing cryptocurrencies or seek reimbursement for any theft of cryptocurrency, adversely affecting an investment in a client.

*Risks Relating to Lack of Transparency.* Given the type and extent of the security measures necessary to adequately secure cryptocurrencies, our clients may not fully know how their

cryptocurrencies are stored or secured or their complete holdings of cryptocurrencies at any time.

*Risks Relating to Reliance on Cryptocurrency Service Providers.* Due to audit and operational needs, there will be individuals who have information regarding our client's security measures. Any of those individuals may purposely or inadvertently leak such information. Further, several companies and financial institutions (including banks) provide support to our clients related to the buying, selling, and storing of virtual currency. To the extent service providers no longer support a client or cannot be replaced, an investment in a client may be adversely affected.

*Digital Asset Exchanges: General.* The exchanges on which cryptocurrencies trade are relatively new and largely unregulated and may therefore be more exposed to theft, fraud and failure than established, regulated exchanges for other products. Digital asset exchanges may be start-up businesses with no institutional backing, limited operating history and no publically available financial information. Exchanges generally require fiat currency funds to be deposited in advance in order to purchase cryptocurrencies, and no assurance can be given that those deposit funds can be recovered. Additionally, upon sale of cryptocurrencies, fiat currency proceeds may not be received from the exchange for several business days. The participation in exchanges requires users to take on credit risk by transferring cryptocurrencies from a personal account to a third-party's account. Certain clients will take the credit risk of an exchange with every transaction.

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

Digital asset exchanges are appealing targets for cybercrime, hackers and malware. It is possible that while engaging in transactions with various digital asset exchanges located throughout the world, any such exchange may cease operations due to theft, fraud, security breach, liquidity issues, or government investigation. In addition, banks may refuse to process wire transfers to or from exchanges. Over the past several years, many exchanges have, indeed, closed due to fraud, theft, government or regulatory involvement, failure or security breaches, or banking issues. In 2019 significant hacks of digital asset exchanges have occurred, including the theft of approximately 7,000 Bitcoin (equivalent to more than \$40,000,000) from Binance, a prominent global cryptocurrency exchange, and in 2020, including a hack on a Singapore based cryptocurrency exchange KuCoin resulting in a loss of more than \$150,000,000.

Exchanges may even shut down or go offline voluntarily, without any recourse to investors. For example, on February 25, 2014, the Bitcoin website for one of the largest Bitcoin exchanges, Mt. Gox, was taken offline suddenly, without any notice or warning to investors or



the public. It was reported that Mt. Gox voluntarily shut down because it was unable to account for over 850,000 Bitcoin (valued at approximately 450 million dollars at the time). According to news reports, hackers siphoned Bitcoin from Mt. Gox by changing the unique identification number of a Bitcoin transaction before it was confirmed on the Bitcoin network. Although 200,000 Bitcoin have since been recovered, the reasons for their disappearance remain unclear. Mt. Gox ultimately filed for bankruptcy in Japan, and bankruptcy protection in Japan and the United States. As a result, the price of Bitcoin decreased drastically, adversely affecting all Bitcoin holders. In many of these instances, the customers of such exchanges have not been compensated or made whole for the partial or complete loss of their account balances. An exchange may be unable to replace missing cryptocurrencies or seek reimbursement for any theft of cryptocurrencies, adversely affecting clients' investments.

Any financial, security or operational difficulties experienced by such exchanges may result in an inability of a client to recover fiat currency or cryptocurrencies being held by the exchange, or to pay investors upon withdrawal. Further, a client may be unable to recover cryptocurrencies awaiting transmission into or out of a client, all of which could adversely affect an investment in a client. Additionally, to the extent that the digital asset exchanges representing a substantial portion of the volume in cryptocurrency trading are involved in fraud or experience security failures or other operational issues, such digital asset exchanges' failures may result in loss or less favorable prices of cryptocurrencies, or may adversely affect our clients' investments.

*Digital Asset Exchanges: Limited Exchanges on Which to Trade.* Certain clients may trade cryptocurrencies on a limited number of digital asset exchanges (and potentially only a single exchange) either because of actual or perceived counterparty or other risks related to a particular exchange. Trading on a single exchange may result in less favorable prices and decreased liquidity for a client and therefore could have an adverse effect on a client.

*Digital Asset and Digital Currency Exchanges: Non-U.S. Operations.* Digital asset exchanges may operate outside of the United States. Certain clients may have difficulty in successfully pursuing claims in the courts of such countries or enforcing in the courts of such countries a judgment obtained by the client in another country. In general, certain less developed countries lack fully developed legal systems and bodies of commercial law and practices normally found in countries with more developed market economies. These legal and regulatory risks may adversely affect certain clients and their investments.

*Digital Asset Exchanges: Risks of Buying or Selling Cryptocurrencies.* Certain clients may transact with private buyers or sellers or digital asset exchanges. Such clients will take on credit risk every time that they purchase or sell cryptocurrencies, and such clients' contractual rights with respect to such transactions may be limited. Although a client's transfers of cryptocurrencies or fiat currency will be made to or from a counterparty which ICONIQ Capital believes is trustworthy, it is possible that, through computer or human error, or through theft or criminal action, certain clients' cryptocurrencies or fiat currency could be transferred in incorrect amounts or to unauthorized third parties. To the extent that a client is unable to seek a corrective transaction with such third party or is incapable of identifying the third party which has received a client's cryptocurrencies or fiat currency (through error or theft), a client will

be unable to recover incorrectly transferred cryptocurrencies or fiat currency, and such losses will negatively impact certain clients.

Certain digital asset exchanges may place limits on certain clients' transactions, or certain clients may be unable to find a willing buyer or seller of cryptocurrencies. To the extent a client experiences difficulty in buying or selling cryptocurrencies, investors may experience delays in subscriptions or payment of withdrawal proceeds, or there may be delays in liquidation of a client's cryptocurrencies—adversely affecting the net asset value of a client's investment.

*Risks of Uninsured Losses.* Though ICONIQ Capital may direct a client to insure its cryptocurrency holdings, it may not be possible, either because of a lack of available policies or because of prohibitive cost, for a client to obtain insurance of any type that would cover losses associated with cryptocurrencies. If an uninsured loss occurs or a loss exceeds policy limits, a client could lose a portion or all of their assets. Our client's cryptocurrencies are not covered by the Federal Deposit Insurance Corporation or the Securities Investor Protection Corporation.

*Price Volatility of Crypto Assets.* The ICONIQ Private Funds may invest (directly or through an External Funds) a portion of its assets in strategies that involve the purchase or sale or other exposure to a digital asset or instrument that is based on blockchain, distributed ledger or similar technologies ("Crypto Assets"). A principal risk in trading Crypto Assets is the rapid fluctuation of its market price. The price of Crypto Assets held by the ICONIQ Private Funds may be affected generally by a wide variety of complex and difficult to predict factors such as Crypto Asset supply and demand; rewards and transaction fees; availability and access to Crypto Asset service providers (such as payment processors), exchanges, miners or other Crypto Asset users and market participants; perceived or actual Crypto Asset network or Crypto Asset security vulnerability; inflation levels; fiscal policy; interest rates; regulatory and political, natural and economic events. Thus, the value of Crypto Assets held by the ICONIQ Private Funds could be subject to significant volatility.

*Custody of External Funds' Crypto Assets.* External Funds or their respective External Portfolio Managers will be responsible for arranging for custody of the External Funds' Crypto Assets, including by storage in one or more "cold wallets" or on various Crypto Asset exchanges. Crypto Asset exchanges may require External Funds or their respective External Portfolio Managers to provide control of applicable private keys when such exchanges are utilized by an External Fund. ICONIQ Capital expects External Portfolio Managers to take such steps as they determine are necessary to maintain access to these keys and to prevent their exposure to hacking, malware and general security threats, but there can be no assurance that such steps will be adequate to protect such keys or an External Fund's Crypto Assets from such threats or that there will be no failure or penetration of the applicable security systems. There also can be no assurance that, to the extent External Funds utilize third-party custodial services, such third parties maintain required certifications with the SEC or other regulatory agencies, the loss of which could cause such Custodians to not be deemed qualified Custodians by various regulatory agencies.

*Valuation and Liquidity of Crypto Assets.* Crypto Assets can be traded through privately negotiated transactions and through numerous Crypto Asset exchanges and intermediaries

around the world. The lack of a centralized pricing source poses a variety of valuation challenges. In addition, the dispersed liquidity may pose challenges for market participants trying to exit a position, particularly during periods of stress.

*Crypto Asset Exchanges.* The Crypto Asset exchanges on which Crypto Assets trade and related “wallets” are relatively new and generally unregulated and may therefore be more exposed to theft, fraud and failure than established, regulated exchanges for other products. A cybersecurity event could result in a substantial, immediate and irreversible loss for market participants that trade Crypto Assets. Crypto Asset exchanges may be start-up businesses with no institutional backing, limited operating history and no publically available financial information. Exchanges generally require cash to be deposited in advance in order to purchase Crypto Assets, and no assurance can be given that those deposit funds can be recovered. Additionally, upon sale of Crypto Assets, cash proceeds may not be received from the exchange for several business days. The ICONIQ Private Funds will take credit risk of an exchange every time they transact. Crypto Asset exchanges may impose daily, weekly, monthly or customer-specific transaction or distribution limits or suspend withdrawals entirely, rendering the exchange of Crypto Assets for fiat currency difficult or impossible. Additionally, Crypto Asset prices and valuations on Crypto Asset exchanges have been volatile and subject to influence by many factors including the levels of liquidity on exchanges and operational interruptions and disruptions.

*Cybersecurity Risks of Crypto Asset Exchanges.* The Crypto Asset exchanges on which Crypto Assets trade and related “wallets” are relatively new and generally unregulated and may therefore be more exposed to theft, fraud and failure than established, regulated exchanges for other products. A cybersecurity event could result in a substantial, immediate and irreversible loss for market participants that trade Crypto Assets. In addition, Crypto Asset exchanges are appealing targets for cybercrime, hackers and malware and any such exchange may cease operations due to theft, fraud, security breach, liquidity issues, or government investigation and the ICONIQ Private Funds could be exposed to significant losses of value.

*Opaque Spot Market in Crypto Assets.* Crypto Asset balances are generally maintained as an address on the blockchain and are accessed through private keys, which may be held by a market participant or a Custodian. Although Crypto Asset transactions are typically publicly available on a blockchain or distributed ledger, the public address does not identify the controller, owner or holder of the private key. Unlike bank and brokerage accounts, Crypto Asset exchanges and Custodians that hold Crypto Assets do not always identify the owner. The opaque underlying or spot market poses asset verification challenges for market participants, regulators and auditors and gives rise to an increased risk of manipulation and fraud, including the potential for Ponzi schemes, bucket shops and pump and dump schemes. Moreover, a few large holders collectively could hold a significant percentage of the outstanding open interest in one or more Crypto Assets. This risk may be especially prevalent in newly issued Crypto Assets. As a result of this concentration of ownership, Crypto Asset exchanges can more easily lend itself to fraud, which can have an adverse effect on the market price of Crypto Assets. Additionally, a large holder can have an outsized impact on the market and one trade can move a Crypto Asset’s price significantly.

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

*Regulatory Landscape of Crypto Assets.* Crypto Assets are not legal tender in the United States and many question whether they have intrinsic value. The price of many Crypto Assets is based on the agreement of the parties to a transaction. Crypto Assets currently face an uncertain regulatory landscape in the United States and many foreign jurisdictions. In the United States, Crypto Assets are not subject to federal regulatory oversight but may be regulated by one or more state regulatory bodies. In addition, many Crypto Asset derivatives are regulated by the CFTC, and the SEC has cautioned that many initial coin offerings are likely to fall within the definition of a security and subject to U.S. securities laws. One or more jurisdictions may, in the future, adopt laws, regulations or directives that affect Crypto Asset networks and their users. Such laws, regulations or directives may impact the price of Crypto Assets and their acceptance by users, merchants and service providers. The SEC has indicated its intention to increase regulation of Crypto Asset transactions and market participants. In addition, the regulatory status of certain Crypto Asset exchanges is evolving and such exchanges are subject to possible regulatory inquiries. Recently proposed legislation in the U.S. Senate would establish a comprehensive regulatory framework for digital assets, including Crypto Assets, including giving primary regulatory jurisdiction over cryptocurrency to the CFTC. Any such increased regulation or regulatory scrutiny of Crypto Assets and market participants may adversely affect the ICONIQ Private Funds’ ability to access these markets or trade profitably in such instruments.

*Technology of Crypto Assets.* The relatively new and rapidly evolving technology underlying Crypto Assets introduces unique risks. For example, a unique private key is required to access, use or transfer a Crypto Asset on a blockchain or distributed ledger. The loss, theft or destruction of a private key may result in an irreversible loss. A technology that is prominent in the market today can become obsolete in the near future, becoming devalued, replaced or merged with newer competitors in the Crypto Asset space.

#### *Risks Associated with Investments in Other Investments and Considerations*

*Loan Originations.* Changing market conditions may make it more difficult to analyze potential opportunities to make portfolio investments through loan originations. Success will depend, in part, on the ability to effectively analyze potential loan origination opportunities in order to assess the level of risk-adjusted returns to be expected from any such investment. To estimate the value of a particular asset securing such originated loan, we or an External Portfolio Manager may use historical assumptions that may or may not be appropriate. To the extent that historical assumptions are used that are inappropriate under then-current market conditions, such lender may permit excessive borrowing and thus overpay for an asset or acquire an asset that it otherwise might not acquire.

*Securitization Risk.* The ability to securitize the loans which clients directly or indirectly originate or invest in and/or the attractiveness thereof may lessen with changes in the capital markets, including any disruption in the proper functioning of the securitization market. Such clients may have to directly or indirectly retain a larger portion of the underlying loans and/or hold the loans to maturity.

*Royalties.* Owners of royalty interests generally do not control the development of the underlying assets, and their ability to influence development of such assets may severely limited. The decision to develop the underlying assets are generally made by the owners and may be influenced by factors beyond the royalty owner's control, including but not limited to prices, interest rates, budgetary considerations and general industry and economic conditions.

*Offtake Arrangements.* The ICONIQ Private Funds or External Funds may utilize offtake arrangements. Such arrangements rely upon the creditworthiness and the ability to pay of the offtaker or the hedge provider. There is a risk that these offtakers or hedge providers will default under their contracts. ICONIQ Capital or an External Portfolio Manager cannot provide assurance that one or more of such customers will not default on their obligations or that such defaults will not have a material and adverse effect on the ICONIQ Private Funds' or External Funds' operations, financial position, future results of operations, or future cash flows.

*Special and Niche Opportunities.* The ICONIQ Private Funds may pursue a low beta private assets strategy that exhibits low correlation to public markets (generally <0.4) through funds, direct investments and creative structures. ICONIQ Capital may seek returns that are almost entirely driven by idiosyncratic performance, with cash flows derived from factors independent from economic cycles, and it may engage in opportunistic pursuit of non-traditional private market trades, including investments in royalties finance, niche instruments, specialty assets and other esoteric, diversifying private assets of any kind. As a result, it is not possible to discuss the specific risks associated with particular types of investments given their nature as esoteric, specialty or niche opportunities that have not yet been identified.

*ESG Investment Risk.* Certain ICONIQ Private Funds and External Funds evaluate environmental, social and governance ("ESG") considerations as an element of their investment process, which may affect the performance of such ICONIQ Private Funds. As a result, certain ICONIQ Private Funds may perform differently relative to similar funds that do not apply such analyses. Applying ESG considerations to investment decisions is qualitative and subjective by nature, and there is no guarantee that the considerations used by an ICONIQ

Private Fund or an External Fund will reflect the beliefs or values of any particular investor. There are significant differences in interpretations of what it means for an investment to have positive ESG characteristics. The portfolio decisions made by the ICONIQ Private Funds and External Funds which evaluate ESG considerations may differ from other investors' or advisers' views of how to apply ESG considerations. The consideration of ESG factors when selecting investments may exclude certain investments for reasons other than performance, which may result in certain ICONIQ Private Funds and External Funds forgoing opportunities to make investments when it might otherwise be advantageous to do so, which ultimately may result in lower returns to investors. In addition, there is a risk that the companies evaluated for ESG considerations will not operate as expected when addressing ESG issues. Similar risks and considerations apply to Managed Account Clients that apply ESG considerations.

*Reliance on Joint Venture Partners; Joint Venture Risks.* The ICONIQ Private Funds or External Funds may pursue investment strategies by entering into joint ventures with third parties. With respect to such investments, the success of the ICONIQ Private Funds or External Funds will depend upon the ability of its operating partner to manage the relevant diversifying investment. Relationships with joint venture partners may involve special risks associated with the possibility that a partner may (i) have economic or business interests or goals that are inconsistent with those of the ICONIQ Private Funds or External Funds; (ii) take actions contrary to the instructions or requests of the ICONIQ Private Funds or External Funds or contrary to the ICONIQ Private Funds' or External Funds' policies or objectives; (iii) be unable or unwilling to fulfill its obligations under the joint venture's organizational documents; or (iv) experience financial difficulties. The occurrence of such problems could have a material adverse effect on the business and prospects of the ICONIQ Private Funds or External Funds, as applicable, and may affect joint venture management decisions and distribution and exit strategies in a manner adverse to the ICONIQ Private Funds' or External Funds' interests. In addition, the ICONIQ Private Funds or External Funds may in certain circumstances be liable for the actions of its joint venture partners. While ICONIQ Capital or an External Portfolio Manager, as applicable, will be expected to review the qualifications and previous experience of such entities and joint venture partners and will generally undertake private investigations with respect to prospective entities or joint venture partners and obtain financial information from joint venture partners, there can be no assurances that such investigations will be complete or reveal all material facts relating to such joint venture partners or entities, particularly in certain foreign jurisdictions where information on individuals may be more limited or difficult to obtain.

In addition, although the ICONIQ Private Funds or External Funds, as applicable, will be expected to seek to obtain the right to control certain business decisions affecting such joint ventures or other entities in which it invests, there can be no assurance that the ICONIQ Private Funds or External Funds will succeed in obtaining such control. The ICONIQ Private Funds' or External Funds' ability to seek redress against a partner or manager which acts in a manner contrary to the interests of the ICONIQ Private Funds or External Funds may be limited by the absence or ineffectiveness of laws regarding fiduciary responsibilities and the protection of investors.

The ICONIQ Private Funds' or External Funds' agreements with joint venture partners may require that the joint venture partner receive carried interest or other compensation. Any such

arrangements will result in lower returns to the ICONIQ Private Funds or External Funds than if such arrangements had not existed.

*Investments in Secondaries Transactions.* Investments in secondaries transactions involve purchasing debt or equities in a fund from persons other than the issuer. Third parties from whom the ICONIQ Private Funds will acquire fund investments include, but are not limited to, previous investors in the fund, such as angel investors or venture capital firms, employees, or persons who acquired their investment vehicle investment in a secondary transaction at an earlier time. These third parties will not be in a position to provide the us with information generally required to make an informed investment decision, including information regarding the fund's capital structure, financial results, historical performance or future plans. Furthermore, the tax aspects of a secondary purchase of interests in a fund with a prior operating history are complex and implicate withholding and other tax rules that are continually evolving. All of the aforementioned factors make valuing an investment in a secondary transaction very difficult. We can make no assurances that it will be successful in valuing and acquiring fund investments at a valuation that would enable the ICONIQ Private Funds to generate positive returns.

#### *Risks Associated with Investments in Distressed Assets*

*Distressed Assets.* The ICONIQ Private Funds or External Funds may make investments in under-performing or other distressed assets. By their nature, these investments will involve a high degree of financial risk, and there can be no assurance that the ICONIQ Private Funds' or External Funds' rate of return objectives will be realized or that there will be a return of capital. The financial difficulties experienced by these under-performing or other distressed assets may lead to uncertain outcomes, including causing such assets to become subject to bankruptcy proceedings. There are a number of risks involved when investing in companies involved in bankruptcy proceedings. Many events in a bankruptcy are the product of contested matters and adversarial proceedings that are beyond the control of the creditors. The duration of a bankruptcy proceeding is difficult to predict. A creditor's return on investments can be adversely impacted by the high administrative costs of a bankruptcy proceeding or by delays while a plan of reorganization is negotiated, approved by the creditors and confirmed by the bankruptcy court, up until it ultimately becomes effective. In addition, a bankruptcy filing may have adverse and permanent effects on a company. For instance, the company may lose its market position and key employees and otherwise may be incapable of restoring itself as a viable entity. Further, if the proceeding is converted to a liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment. In addition, certain claims, such as claims for taxes, may have priority by law over the claims of certain creditors. Finally, if the ICONIQ Private Funds or External Funds seek representation on creditors' committees, it may owe certain obligations generally to all creditors similarly situated that the committee represents, and it may be subject to various trading or confidentiality restrictions.

*Existing and Potential Investments Subject to Bankruptcy Laws.* Investments operating in workout modes or under Chapter 11 of the United States Bankruptcy Code are, in certain circumstances, subject to additional potential liabilities that may exceed the value of the ICONIQ Private Funds' or External Funds' original investment. The ICONIQ Private Funds

or External Funds may be subject to litigation risks including fraudulent conveyance, voidable preference and equitable subordination risks that prevent or otherwise limit the ICONIQ Private Funds or External Funds from disposing of certain assets. For example, creditors can lose their ranking and priority or have their claims disallowed if they exercise “domination and control” over a debtor, and other creditors can demonstrate that they have been harmed by such actions, especially in the case of investments made prior to the commencement of bankruptcy proceedings. If the ICONIQ Private Funds or External Funds purchase creditor claims subsequent to the commencement of a bankruptcy case, such purchase may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller that may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser. The ICONIQ Private Funds’ or External Funds’ investments could be subject to applicable fraudulent conveyance laws if the securities relating to such investments were issued with the intent of hindering, delaying or defrauding creditors or, in certain circumstances, if the issuer receives less than reasonably equivalent value or fair consideration in return for issuing such securities. Under certain circumstances, payments to the ICONIQ Private Funds or External Funds and distributions by the ICONIQ Private Funds or External Funds may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment or similar transaction under applicable bankruptcy and insolvency laws. The possibility of litigation between the participants in a reorganization makes any evaluation of the outcome of an investment uncertain. Litigation entails expense and the possibility of counterclaims against the ICONIQ Private Funds or External Funds, and ultimately judgments may be rendered against the ICONIQ Private Funds or External Funds for which the ICONIQ Private Funds or External Funds do not carry insurance.

### *Risks Associated with Investments in Certain Industries*

*Investing in Technology Companies.* Investing in securities and other instruments of technology companies involves substantial risks. These risks include: the fact that certain portfolio companies may have limited operating histories; rapidly changing technologies and products which may quickly become obsolete; cyclical patterns in information technology spending which may result in inventory write-offs, cancellation of orders and operating losses; scarcity of management, engineering and marketing personnel with appropriate technological training; the possibility of lawsuits related to technological patents; changing investors’ sentiment and preferences with regard to technology sector investments (which are generally perceived as risky), with their resultant effect on the price of underlying securities; and volatility in the stock markets affecting the prices of technology company securities, which may cause the performance of our clients’ investments to experience substantial volatility.

At the time of our clients’ investment, a portfolio company may lack one or more key attributes (e.g., proven technology, appropriate patent protection, marketable product, complete management team or strategic alliances) necessary for success. Many or most of our portfolio companies will be dependent for their success upon the development, implementation, marketing and customer acceptance of new technologies that can be rendered obsolete or otherwise unattractive at any time. In some (possibly most) cases, the success of our portfolio companies will depend upon the development of business, technology or other “ecosystems” that may or may not reach critical mass during the relevant time period. In particular, there



have been many examples of technology-related investments that failed to produce attractive returns simply because they were made too early in the development of such ecosystems, and there can be no assurance that we will cause our clients to make investments at the proper time to achieve its investment goals.

*Financial Services Industry.* The ICONIQ Private Funds or External Funds may invest in financial services companies. Financial services companies have assets and liability structures that are essentially monetary in nature and are directly affected by many factors, including domestic and international economic and political conditions, broad trends in business and finance, legislation and regulation affecting the national and international business and financial communities, monetary and fiscal policies, interest rates, inflation, currency values, market conditions, the availability and cost of short-term or long-term funding and capital, the credit capacity or perceived creditworthiness of customers and counterparties, and the level and volatility of trading markets. Such factors can impact customers and counterparties of financial services companies and may impact the value of financial instruments held by financial services companies. Fluctuations in interest rates, which affect the value of assets and the cost of funding liabilities, are not predictable or controllable, may vary from country to country and may impact economic activity in various regions.

The profitability of the financial services industry may be adversely affected by a worsening of general economic conditions in domestic and international markets and by monetary, fiscal or other policies that are adopted by various governmental authorities and international bodies. Monetary policies have had, and will continue to have, significant effects on the operations and results of financial services companies. There can be no assurance that a particular financial services company will not experience a material adverse effect on its net interest income in a changing interest rate environment. Factors such as the liquidity of the global financial markets, the level and volatility of prices of financial instruments, investor sentiment, and the availability and cost of credit may significantly affect the activity levels of customers with respect to size, number and timing of transactions. A change in all or any of these factors could lead to a decline in the volume of transactions that financial services companies execute for their customers and thus lead to a decline in revenues from fees, commissions and spreads.

The financial services industry is extremely competitive, and it is expected that competitive conditions in the industry will continue to intensify. Merger activity in the financial services industry has resulted in, and may continue to result in, larger institutions with greater financial and other resources that are capable of offering a wider array of financial products and services. The financial services industry has become considerably more concentrated as numerous financial institutions have been acquired by or merged into other institutions. Technological advances and the growth of e-commerce have made it possible for non- financial institutions to offer products and services that have been traditionally offered by financial services institutions. It is expected that cross-industry competition will continue to intensify.

The financial services industry is highly dependent on communications and information systems and is exposed to many types of operational risk, including the risk of fraud by employees or other parties, record keeping error, errors resulting from faulty computer or telecommunication systems, computer failures, and damage to computer and telecommunication systems caused by internal or external events.

Financial services companies operate in a highly regulated environment and are subject to extensive legal and regulatory restrictions and limitations and to supervision, examination and enforcement by regulatory authorities. Failure to comply with any of these laws, rules or regulations, some of which are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties, fines, suspension or expulsion, and termination of deposit insurance, which may have material adverse effects. In order to comply with banking laws, rules and regulations, the ICONIQ Private Funds or External Funds may be required to invest in a manner that may not be as advantageous as the manner of making investments that are not subject to such laws, rules and regulations.

*Health Care and Life Sciences Industries.* The ICONIQ Private Funds or External Funds may invest in health care companies. Investing in health care companies involves substantial risks. Such risks include, but are not limited to, the following: changes in government policies, including policies regarding reimbursement of medical expenses; certain companies in which the ICONIQ Private Funds or External Funds may invest may have limited or no operating histories, or may have limited products, markets and financial resources; rapidly changing technologies may cause products to quickly become obsolete; unanticipated problems often arise in connection with the development of new products, and many such efforts are ultimately unsuccessful; scarcity of management and marketing personnel with appropriate technological or medical training may slow or impede companies' growth; the possibility of lawsuits related to technological and medical patents could cause delays and expense in product development and implementation; regulatory changes and/or government actions may prevent a company from marketing its products; changing investors' sentiments (for example, the controversy surrounding drug pricing and resultant regulation may negatively affect the stock price of the underlying securities) and preferences with regard to investments in health care companies (which may be perceived as risky) may have an adverse effect on the price of underlying securities; volatility in stock markets affecting the prices of securities of health care and life sciences companies may cause substantial volatility; and certain health care and life sciences companies may be subject to extensive government regulation. In addition, many health care and life sciences companies may have substantial and ongoing capital needs for research and development, clinical trials and marketing and may have difficulty obtaining such funding under various market conditions or even under normal market conditions or such capital may be obtained on terms that are not favorable to existing equity holders. Also, obtaining government approval for new products from governmental agencies can be lengthy, expensive and uncertain, and withdrawal or curtailment of government support could have an adverse impact on the profitability or market price of health care and life sciences companies. Furthermore, delays in generating products (as well as more general ongoing capital requirements) may result in the need for companies to seek additional capital, potentially diluting the interest of existing investors.

*Technology Industry.* The ICONIQ Private Funds or External Funds may invest in technology companies. Technology companies confront various specific challenges, including rapidly changing market conditions or participants, new competing products, changing consumer preferences, short product life cycles, services or improvements in existing products or services. Companies in the technology sector will compete in this volatile environment. There is no assurance that products or services sold by technology companies will not be rendered obsolete or adversely affected by competing products and services or that the technology

companies will not be adversely affected by other challenges. Barriers to entry in the software and technology industries are low and new products and services can be distributed broadly and quickly at relatively low cost. Moreover, competition in this sector can result in significant downward pressure on pricing. In the event that the technology sector as a whole declines, or that technology companies in which the ICONIQ Private Funds or External Funds invest are unable to utilize technology successfully and competitively, returns to the ICONIQ Private Funds or External Funds from companies involved in the technology industry in which the ICONIQ Private Funds or External Funds invest could decrease.

*Communications Industry.* The ICONIQ Private Funds or External Funds may invest in communications companies. Communications companies in the U.S., Europe and other developed and emerging countries undergo continual changes mainly due to evolving levels of governmental regulation or deregulation as well as the rapid development of communication technologies. Competitive pressures within the communications industry are intense, and the securities of communications companies may be subject to significant price volatility. In addition, because the communications industry is subject to rapid and significant changes in technology, the companies in this industry in which the ICONIQ Private Funds or External Funds may invest will face competition from technologies being developed or to be developed in the future by others, which may make such companies' products and services obsolete.

*Media and Entertainment Industries.* The ICONIQ Private Funds or External Funds may invest in media and entertainment companies. The success of media and entertainment companies depends substantially on consumer tastes and preferences that change in often unpredictable ways, giving rise to a highly competitive landscape. The increasing number of choices available to audiences, including low-cost or free choices, could negatively impact not only consumer demand for media and entertainment companies, products and services, but also advertisers' willingness to purchase advertising from such companies. Accordingly, the success of companies in this space is increasingly dependent on their ability to successfully adapt to shifting patterns of content consumption through the adoption and exploitation of new technologies. Additionally, the value of a media company's intellectual property rights is dependent on the scope and duration of such rights as defined by applicable laws in the U.S. and abroad and the manner in which those laws are construed. If those laws are drafted or interpreted in ways that limit the extent or duration of such rights, or if existing laws are changed, a company's ability to generate revenue from its intellectual property may decrease, or the cost of obtaining and maintaining rights may increase. The unauthorized use of intellectual property may increase the cost of protecting rights to intellectual property or reduce revenues. The convergence of computing, communication, and entertainment devices, increased broadband internet speed and penetration, increased availability and speed of mobile data transmission and increasingly sophisticated attempts to obtain unauthorized access to data systems have made the unauthorized digital copying and distribution of films, sports, television productions and other creative works easier and faster and protection and enforcement of intellectual property rights more challenging. Inadequate laws or weak enforcement mechanisms to protect entertainment industry intellectual property in one country can adversely affect the results of a company's operations worldwide, despite efforts to protect its intellectual property rights.

*Insurance and Reinsurance Industries.* Insurance-related investments and insurance-linked securities or loans (whereby the performance and return of the investment depend on the results of the underlying insurance or reinsurance contract or security or loan), including, without limitation, insurance securitizations, catastrophe bonds, life insurance/life annuity combination bonds, structured settlements, insurance reserve financing, mortality/longevity swaps, life settlements, premium finance loans and other similar asset backed securities or instruments and subrogation claims, where insurers sell the right to sue third parties to recoup damages suffered by policyholders, are subject to the risks of the insurance and reinsurance business generally. Relative regulatory and legal uncertainty mean that the ICONIQ Private Funds' or External Funds' subrogation claim investments may be challenged, reduced in value or extinguished in their entirety. The profitability of such investments is dependent on the outcome of the underlying claims and there can be no guarantee that claims underlying such assets in which the ICONIQ Private Funds or External Funds invests will be successful and, if successful, that the related settlement, award or judgment will be collectable and equal to the returns targeted by the ICONIQ Capital or the External Portfolio Manager. Such investments would constitute investing in an evolving asset class where a significant part of the asset class involves relatively illiquid securities or loans. As industry practices and legal, judicial, social and other environmental conditions change, unexpected and unintended issues related to claims and coverage may emerge, which could adversely affect the ICONIQ Private Funds' or External Funds' investments in certain insurance-linked securities or loans and, in some instances, these changes may not become apparent until such securities are affected by these changes. To the extent that the ICONIQ Private Funds or External Funds invest in companies within the insurance or reinsurance industry, it is anticipated that ICONIQ Capital, its affiliates, other ICONIQ Private Funds or their respective portfolio companies will transact with such companies, including in the form of reinsurance arrangements, pension risk transfer arrangements, factoring transactions, asset management arrangements and other transactions. See *Other Activities of Management; Conflicts of Interest—Advisory Relationships and Transactions with Portfolio Companies*. The insurance and reinsurance business has historically been a cyclical industry, with prolonged periods of “hard” or “soft” pricing and significant fluctuations in operating results due to competition, catastrophic events, general economic and social conditions and other factors. This cyclicity has produced periods characterized by intense price competition due to excess underwriting capacity as well as periods during which shortages of capacity permitted more favorable premium levels. In addition, increases in the frequency and severity of losses suffered by reinsurers can significantly affect these cycles. It is difficult to predict the timing of such events with certainty or to estimate the amount of loss that any given event will generate. To the extent the ICONIQ Private Funds or External Funds make investments in these securities or loans, the ICONIQ Private Funds or External Funds can be expected to be exposed to the effects of such cyclicity. Moreover, in respect of certain insurance derivatives, there can be significant fluctuations in operating results due to competition, catastrophic events and other factors.

*Investments in the Consumer Industry.* The ICONIQ Private Funds or External Funds may make investments in the consumer industry. Companies in the consumer industry face significant competition and depend on their ability to differentiate themselves in an ever-changing market environment. The competitive environment for a company in the consumer industry may intensify as new competitors enter its market (including, e.g., through online retail) or enter into business combinations or alliances. Competition is characterized by many

factors, including assortment, advertising, price, quality, service, location, reputation and credit availability. Any failure by a company in the consumer industry to compete effectively could negatively affect such business and results of operations.

As consumers continue to migrate online, companies in the consumer industry face pressures to not only compete from a price perspective with their competitors, some of whom sell the same products, but also must differentiate themselves to stay relevant in the industry. A company in the consumer industry may have to invest significantly in its sales capabilities (including online) to provide a seamless shopping experience to customers. Insufficient, untimely or misguided investments in this area could negatively impact the company's ability to attract new customers as well as maintain its existing ones and thus negatively affect such company's profitability, growth and, ultimately, value.

*Investments in the Industrial Sector.* The ICONIQ Private Funds or External Funds may make investments in the industrial sector. Investments in the industrial sector may entail risks associated with more mature businesses and heavily regulated industries, including transportation, aerospace and defense, building products, chemicals and other industrial companies generally. These industrial companies may also serve customers that include governmental entities. Investments that are subject to greater amounts of governmental regulation, or with significant customer concentration with governmental entities, pose additional and unique risks. Governmental budgeting and procurement requirements could adversely affect profitability. Changes in applicable laws or regulations, or in the interpretations of these laws and regulations, could result in increased operating costs, increased compliance costs or the need for additional capital expenditures generally. Additionally, certain industrial companies may have a unionized work force or employees who are covered by a collective bargaining agreement, which could subject an industrial company to complex laws and regulations as well as labor relations disputes or difficulties generally. Business operations at one or more facilities may be interrupted as a result of work stoppages and delays in the process of renegotiating collective bargaining agreements. Business services investments, including logistics, facility management, delivery and distribution businesses are generally highly fragmented, can be subject to heavy competition and low barriers to entry, and can be adversely affected by business cycles, economic downturns and the availability of skilled and unskilled labor. With respect to the availability of labor in particular, the ability of an industrial company to meet its labor needs while controlling labor costs is subject to many external factors, including competition for and availability of qualified personnel in a given market, the comparative efficiency of such company's logistics and transport operations and the productivity of any manufacturing plants, unemployment levels within those markets, wage rates, union membership levels and activity among any employees and changes in employment and labor or other workplace regulation. The labor costs of an industrial company could also increase due to, among other things, any potential re-characterization of independent contractors as employees or other challenge to employment or compensation arrangements with the personnel of such company. If such an industrial is unable to pass on such higher costs to customers or otherwise mitigate such increases, these higher labor costs could have a material adverse effect on such company's business, financial condition and results of operations.

### **Item 9. Disciplinary Information**

ICONIQ Capital has no disclosable disciplinary information.

## **Item 10. Other Financial Industry Activities and Affiliations**

Neither ICONIQ Capital nor any of our affiliates or Principals are registered or have an application pending to register as:

- a broker-dealer or a registered representative of a broker-dealer; or
- a futures commission merchant, commodity pool operator, a commodity-trading adviser, or an associated person of any of the foregoing entities.

As described in Item 4.A., we sponsor and advise the ICONIQ Private Funds. Affiliated entities serve as general partners to ICONIQ Private Funds. Although this arrangement gives us heightened control and discretion over the ICONIQ Private Funds, we seek to manage any conflicts of interest by adhering to the ICONIQ Private Funds' investment strategies and objectives, and to the ICONIQ Capital allocation policy discussed in Item 11.D, *Allocation of Investment Opportunities*.

Conflicts of interest also arise from time to time in allocating time, services, or other resources among our clients, including to and among the investment activities of ICONIQ Private Funds. Investments identified by us that are within the investment strategy and objectives of the ICONIQ Private Funds will be offered to those funds in accordance with the allocation policy discussed at Item 11.D, *Allocation of Investment Opportunities*.

Dyal Capital Partners, a unit of Neuberger Berman Group LLC, indirectly owns a passive minority equity stake in ICONIQ Capital. We do not believe that this makes Dyal or Neuberger Berman affiliates of ICONIQ Capital, but that investment is disclosed in the interest of transparency.

IPI Partners, LLC ("IPI"), an SEC registered investment adviser, is jointly owned and controlled by ICONIQ Capital and an affiliate of Iron Point Partners, LLC. Conflicts of interest arise from time to time in allocating time, services, or other resources among ICONIQ Capital and the investment activities of IPI. Certain personnel of ICONIQ Capital are obligated to devote a certain amount of time to funds sponsored by IPI. Accordingly, such personnel's time will not be dedicated exclusively to us. Investments identified by ICONIQ Capital that are within the investment strategy and objectives of the funds sponsored by IPI will be offered to those funds in preference to the Managed Account Clients or the ICONIQ Private Funds. The funds sponsored by IPI focus on real estate investments in data centers or technology connectivity-related assets. For more information about IPI, refer to its Form ADV, available at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Certain clients of ICONIQ Capital and its affiliates, including IPI, enter into joint ventures or other agreements with third parties holding (or agreeing to purchase) the same real estate or other investments as such clients for purposes of making a real estate investment or collectively pursuing a particular strategy (each such partner, an "Operating Partner"). Under many of these arrangements, the Operating Partner takes a lead role in managing the investments or implementing such joint strategies or investments and controls certain decisions (including major decisions) with respect to such investment and, as a result, generally is compensated through fees, a profit participation or some other form of compensation. To the extent such investments or agreements are made, clients will directly or indirectly bear their pro rata share of the investment

management fees, profit participations (or promotes), other fees and/or expenses charged by the Operating Partner, in addition to the fees of ICONIQ Capital and its affiliates. Clients will bear multiple layers of fees and allocations that generally would not be incurred if the investments were made solely by ICONIQ Capital clients or directly (as opposed to through a joint venture or other agreement).

Due to the nature of our clients, investors, and our investment activities, we have multiple relationships, engagements and affiliations with clients, investors, and the investments made by the ICONIQ Private Funds or otherwise recommended by us. Certain of our Managed Account Clients, ICONIQ Private Fund investors, and investing partners serve on our Advisory Board or may provide other services to ICONIQ Capital or its affiliates. Managed Account Clients sporadically engage in borrowing and lending arrangements with entities affiliated with ICONIQ Capital and/or the ICONIQ Private Funds. Certain of our Managed Account Clients are affiliated with portfolio companies held by one or more ICONIQ Private Funds. Portfolio companies owned in whole or part by the ICONIQ Private Funds and/or Managed Account Clients may provide services to us and/or the ICONIQ Private Funds. Also, certain of our employees have personal investments in companies in which our clients or investors have interests. ICONIQ mitigates conflicts of interest that may arise from such investments through implementing ICONIQ's code of ethics, which is described in such policy. These relationships and engagements among clients, investors, and investments present certain conflicts of interest, including the potential of more favorable treatment for certain Managed Account Clients. Despite these conflicts of interest, we endeavor to treat all clients fairly and only make or recommend investments which we believe to be in the best interests of our clients, in consideration of each client's financial circumstances, investment strategy, and agreed-upon scope of services. Additionally, we follow an investment process and negotiate terms that we believe are appropriate for the types of investments we make and the types of clients to whom we recommend such investments. Please also refer to Item 11.D, *Allocation of Investment Opportunities*, below for additional information and conflicts of interest presented by our financial industry activities.



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

We believe that our business model is unique and, as such, current and prospective clients (and current and prospective investors in the ICONIQ Private Funds) should understand that we face a significant number of conflicts of interest, some of which are described in this Item 11 and others of which are discussed elsewhere in this Brochure (including in Items 5, 6, 8, 10, and 14), as well as in any placement memorandum or subscription documents that we may distribute to investors in funds that we advise.

### **A. Code of Ethics**

We have established a Code of Ethics that comports with the requirements under SEC Rule 204A-1 under the Advisers Act, and applies to all of our associated persons, including our Principals, partners, officers, employees (or other persons occupying a similar status or performing a similar function) and any other person who provides advice on its behalf and is subject to our supervision and control ("Supervised Persons").

We require all of our Supervised Persons to conduct business in a manner consistent with our fiduciary status and to comply with federal and state securities laws. Upon employment or affiliation and at least annually thereafter, all Supervised Persons will, among other requirements, sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics.

Our Code of Ethics covers personal trading, and permits personal investments. However, investments by our personnel pose conflicts of interests that may not be present with other investment advisers, including:

- Our personnel are often offered the opportunity to invest in unregistered offerings, generally of venture-stage companies.
- Our personnel invest in offerings of entities related to clients, and at times do so earlier or later than other clients or non-clients that are investing in the opportunity.

When these opportunities fall within the investment programs of one or more of our clients, we have a conflict of interest. Our personal trading and allocation policies are designed to address these situations, but assessments of these opportunities are inherently subjective and current and prospective clients and investors should understand that lucrative investment opportunities may be offered to (and accepted by) our Principals and personnel without being offered to our clients.

This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided upon request.

### **B. Securities Recommendations**

We often recommend that our advisory clients invest in one or more ICONIQ Private Funds. Our sponsorship and management of the ICONIQ Private Funds gives us incentives, including financial

incentives in certain circumstances, to recommend these products and presents a conflict of interest. Notwithstanding these conflicts of interest, we endeavor to only recommend an investment product when we believe the investment to be in the best interest of the client, considering the client's objectives, risk tolerance, limitations, and capital available for investment.

Further information on conflicts of interest related to securities recommendations are disclosed in the ICONIQ Private Funds' constituent documents. We encourage investors in ICONIQ Private Funds to review those documents.

At times, we recommend External Funds with which our Principals or our clients are affiliated or from which we may receive other benefits. We strive to identify those relationships in our investment process and disclose the relationship or circumstance to clients at the time of investment.

From time to time we determine that it would be in the best interests of certain clients to transfer a security from one client to another (each such transfer, a "Cross Trade") for a variety of reasons, including, without limitation, tax purposes, liquidity purposes, to rebalance the portfolios of the clients, to sell-down in order to permit further diversification of the portfolios of the clients (e.g., in respect of an ICONIQ Private Fund, by reinvesting the investment proceeds attributable to any such sell down) or to reduce transaction costs that may arise in an open market transaction. If we decide to engage in a Cross Trade, we will determine that the trade is in the best interests of each client involved in it and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those clients and otherwise in accordance with our compliance obligations.

### **C. Securities Transactions and Related Persons**

Our Supervised Persons may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize the potential conflicts of interest of this practice, our Supervised Persons will adhere to our Code of Ethics and the personal trading requirements contained therein. Specifically, our Supervised Persons are required to obtain pre-approval for personal securities transactions and trade within certain limitations designed to mitigate the potential for conflicts of interest.

Generally, we and our related persons do not, as principals, buy securities from or sell securities to our clients. However, under exceptional circumstances we or our related persons may engage in principal transactions. In such circumstances, we disclose to the client in writing the capacity in which we are acting and obtain client consent to the transaction.

### **D. Allocation of Investment Opportunities**

Allocating pre-IPO and other private investment opportunities across and among different categories of sophisticated clients (including, for the avoidance of doubt, the ICONIQ Private Funds) in a way that respects the variety of our advisory relationships is a complex exercise. To assist us in making these allocations in a manner that satisfies our duties and obligations, we have adopted an allocation policy (as amended from time to time, the "Allocation Policy") that is intended to allow us to allocate investment opportunities in a manner that is consistent with our fiduciary duties and addresses the conflicts inherent in our allocation process.

*Primary Allocations.* The core of our Allocation Policy is to allow each of the ICONIQ investment teams (e.g., our growth equity investment team, our real estate investment team, and our investment strategy group) to allocate its investment opportunities among those of its respective fund clients that have, in the determination of the applicable investment team personnel, sufficient capacity in terms of capital, risk, and any other relevant metrics to allow it to invest in the opportunity or otherwise deemed relevant. Each investment team, however, has the discretion to adjust the amount of any opportunity allocated to any fund client based on those “Allocation Considerations”<sup>1</sup> it considers relevant, including concentration, diversification, risk, and other considerations.

The Allocation Policy also permits us to make investment opportunities available, on a co-investment basis or otherwise, to third parties when we believe that such an external allocation would satisfy our overall investment goals. To the extent that we allocate capacity to a third party, that reduces the investment capacity that would otherwise be available for our clients.

After primary allocations are made by the relevant investment team, any remaining capacity may generally be offered to holders, if any, of co-investment rights (including co-investment funds). Thereafter, ICONIQ may allocate any remaining capacity to any potential purchaser, including strategic investors and other third parties, other ICONIQ clients (including Managed Account Clients), ICONIQ and its affiliates, and ICONIQ personnel.

*Required and Strategic Allocations.* We may, in preference to one or more clients, make “required” or “strategic” allocations. We do this when we determine that an investment by certain clients, ICONIQ, ICONIQ personnel, or third parties is useful or required to be able to optimize an investment opportunity, where we believe that an investment by certain clients, third parties, ICONIQ or ICONIQ personnel is likely to contribute to the success of a limited investment opportunity – by providing, for example, technical knowledge, industry connections, or the positive potential impression of a prominent investor, or where we believe that such an investment would maximize current or future participation in particular private transactions or in private transactions (as an asset class) by our clients over time. In some cases, the opportunity to invest may itself be predicated on these kinds of allocations.

*Proprietary Allocations.* We also can (and do) allocate certain categories of, and various percentages of, investment opportunities to ICONIQ Capital itself or to accounts associated with its personnel, including our Principals. We do this both to promote alignment with our clients, as well as to provide opportunities to our personnel to participate in the outcomes of investment

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<sup>1</sup> “Allocation Considerations” include, without limitation, a client’s model portfolio allocation to the asset class represented by the investment opportunity; a client’s current exposure to the securities, issuer or market in question; the different liquidity positions and requirements of the investment opportunity, (i.e., fund managers may impose minimums, caps on contributions or may otherwise limit investors); a client’s tax considerations; a client’s regulatory considerations; a client’s liquidity and cash considerations; small share allocations, odd lots, foreign securities law restrictions or restrictions of a client; the relative capitalization and cash availability of a client; the relative risk profiles of a client; a client’s non-economic considerations (e.g., reputational considerations); a client’s portfolio concentration considerations; diversification requirements or objectives of a client; specific/customized considerations of a client, including an expressed interest in certain types of investments; a client’s investment time horizon; a client’s availability and capability to make the investment within the timeframe imposed by the investment opportunity; any other practical or pragmatic adjustments that lead to cost savings for a client or clients overall; and other transactional efficiencies for a client or clients overall.

decisions that we make and recommend to clients. This can be done directly (e.g., by an allocation to ICONIQ Capital, an employee or an employee investment vehicle) or indirectly (e.g., by ICONIQ personnel investing in an ICONIQ Private Fund), and the amounts invested as a percentage of the opportunity may vary widely across funds and other investment opportunities.

*Non-Applicability to Managed Account Clients.* Managed Account Clients engage ICONIQ for a limited, specific scope of advisory services (e.g., asset allocation advice and related reviews and reporting) and, consequently, are not generally entitled to any rights to invest in any ICONIQ Private Funds or in any other investment opportunity made available to or developed by ICONIQ Capital. However, the opportunity to invest in ICONIQ Private Funds is often offered to Managed Account Clients on the terms set forth in the offering materials or constituent documents of the relevant investment vehicle.

*Certain Allocation-Related Conflicts.* We have numerous conflicts of interests in administering the Allocation Policy. As described above, the Allocation Policy allows us considerable discretion in making allocation decisions; our decisions are and can be based on subjective determinations.

For example, we have discretion to allocate some or all of an investment opportunity (or a category of investment opportunities) to the ICONIQ Private Funds, to targeted Managed Account Clients, to ICONIQ personnel or entities, or to third parties. We have, for example, the ability to make, modify, or not to make allocations to individual clients (including the ICONIQ Private Funds) or to classes of clients as the result of the application of one or more Allocation Considerations. The allocation of opportunities among our funds, other clients, third parties, and ourselves often is a subjective decision on our part and, to the extent that an allocation is made to a person other than an ICONIQ Private Fund, is conflicted.

We can, as discussed under *Required and Strategic Allocations* above, direct capacity in a limited investment to non-clients, to specific Managed Account Clients or other clients, or to ICONIQ Capital itself or ICONIQ Capital personnel, which can reduce the amount of an investment available to the ICONIQ Private Funds or to other clients. This can occur, without limitation, where ICONIQ personnel have determined that certain potential investors are more likely to contribute to the success of an investment opportunity – by providing, for example, technical knowledge, industry connections, or the “halo effect” of a prominent investor – than our clients. Also, we can (and often do) make allocation decisions that take into account the effects on our reputation as a good investor and partner; while we believe that influencers holding ICONIQ in high regard benefits all of our clients over time, any such assessment is inherently conflicted and subjective. Similarly, Managed Account Clients who are important to us for financial or other reasons may receive larger, more frequent, or more attractive allocations of investment opportunities than other Managed Account Clients. We also have discretion to direct capacity in an investment opportunity remaining after the related ICONIQ Private Funds have subscribed for the desired amount of exposure to ICONIQ Capital itself, to accounts associated with ICONIQ Capital personnel, including its Principals, to selected Managed Account Clients, and to third parties. All or substantially all of these determinations present a conflict of interest for us and many rely on subjective determinations.

As discussed above under *Non-Applicability to Managed Account Clients*, our Allocation Policy makes it clear that the limited scope of services that Managed Account Clients receive does not

include any right to invest in investment opportunities that we sponsor or have access to. This can mean that a given Managed Account Client will not receive any investment opportunities outside of the asset allocation advice and related services agreed to in their advisory agreements. This also means that investment opportunities made available to third parties, to ICONIQ personnel and vehicles, and to certain Managed Account Clients may not be offered to other, or any, Managed Account Clients. These situations present potential and actual conflicts of interest for us that prospective clients and investors should consider.

Finally, we do not have any specific documentation requirements for allocation determinations, which means that we may not be able to demonstrate to the satisfaction of a third party the fairness of any particular allocation or of our allocation determinations over time. We also are not required to, and generally will not, seek consent or validation of our allocation decisions from clients or an independent third party.

*Personal Trading Conflicts.* We face conflicts relating to personal trading. Our policies permit our Supervised Persons to invest in investment opportunities, with certain limitations. This occurs for several reasons: for example, we believe that it can be important for some of our personnel to personally share in the risk of an investment, but we also can and do permit Supervised Persons to invest in opportunities that are too small to be meaningfully allocated across our client base. When a Supervised Person participates in such an investment opportunity, it reduces the amount of that investment available to be allocated to our clients, which presents an obvious conflict for us.

We also allow Supervised Persons to invest in opportunities that are early-stage, that do not practically permit or warrant diligence at a level we deem appropriate for client investments, that are not within our typical investment universe or scope of expertise, that are too small to make an impact on one of our funds or on our Managed Account Clients as a whole, or for other reasons we deem appropriate. Some of these opportunities are permitted in the hopes that the opportunity will result in a subsequent, later-stage, investment opportunity that will be suitable for an investment by ICONIQ clients.

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The foregoing is not intended to be a full summary of the Allocation Policy and ICONIQ clients have the opportunity to request additional information on this Allocation Policy and its administration. By establishing and maintaining a relationship with ICONIQ, clients will be deemed to have consented, on an informed basis, to the Allocation Policy and our allocation practices.

## **E. Business Transactions**

At times we may cause clients directly or indirectly to enter into transactions with entities in which we or our affiliates have a direct or indirect interest, or in which other clients or investors have such an interest. This may occur, for example, where a client invests in an External Fund and a different client invests in the adviser of that External Fund. In such an instance, the client participating in the External Fund investment may indirectly benefit the different client investing in the adviser.

Other examples of this include (i) where a software company (which is partially owned or controlled by one of our ICONIQ Private Funds) licenses a product to other portfolio companies that we may be deemed to control or (ii) where a technology portfolio company (which is owned or controlled by a client) provides its services to other portfolio companies that we may be deemed to control.

Where we have an interest in a counterparty to a transaction with a client, we generally will review the transaction to confirm that the terms of the arrangement are on an arms-length basis.

## **Item 12. Brokerage Practices**

### **A. Broker Dealer Recommendations**

We are independently operated and owned and are not affiliated with any Custodian or broker dealer.

ICONIQ Capital is, in certain circumstances, appointed by a client to directly manage a portion of client assets pursuant to a written advisory agreement with the client. In such cases, we will act as the client's agent in fact to buy and sell securities on a fully discretionary basis with authority to select the securities and amount thereof for the client account through a broker-dealer. We generally have full discretionary authority to manage the ICONIQ Private Funds, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Our authority is limited by our own internal policies and procedures and each ICONIQ Private Fund's investment guidelines.

Also, at times we have the discretion to grant discretionary trading authority to External Portfolio Managers, who shall execute transactions in the same manner as previously described.

*Custodians.* Client assets are generally held with an independent qualified Custodian not affiliated with us. In many circumstances, the broker-dealer through which transactions will be placed would be the Custodians' affiliated broker-dealer or on a prime brokerage basis through another broker-dealer.

The independent broker-dealer or Custodian is authorized to follow the instructions of our personnel and/or External Portfolio Manager(s) in placement and settlement of trades, wiring of funds and other requests (subject to client letters of authorization). We and any External Portfolio Managers have an obligation to execute securities brokerage transactions for client accounts through broker-dealers that we or the External Portfolio Managers believe will provide "best execution". We seek best execution and in doing so, consider whether the transaction represents the best quantitative and qualitative execution. In selecting a Custodian or broker-dealer, we take into consideration the full range of a Custodian's affiliated broker-dealer services and prime brokerage services, including the value of research provided, execution capability, trade execution costs, and responsiveness. Even though an account is maintained at a Custodian, we still use other brokers to execute trades for client accounts.

Our clients may pay a commission to a broker-dealer or Custodian that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage, research and other services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

*Further Information About Custodians.* ICONIQ Capital has arrangements with certain Custodians through which Custodians provide us with “institutional platform services.” The institutional platform services include, among others, brokerage, custody, and other related services. Custodians’ institutional platform services that assist us in managing and administering clients’ accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from clients’ accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Custodians also offer other services and benefits intended to help us manage and further develop its advisory practice. Such services and benefits include, but are not limited to, performance reporting, financial planning, customer relationship management systems, third party research, publications, compliance systems, consulting services, access to educational conferences, roundtables and webinars, practice and business management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom we may contract directly. Custodians may discount or waive their fees for some of these services or pay all or a part of a third party’s fees. Additionally, Custodians sponsor and fund joint events.

As a result of receiving the services and funding described in this section for no additional cost, we have an incentive to continue to use or expand the use of a Custodian’s services. We have evaluated this conflict of interest and we believe that the relationship is in the best interest of our clients and satisfies our client obligations, including our duty to seek best execution.

Custodians generally do not charge advisory clients separately for custody services, but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Custodians or that settle into Custodians accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Custodians may provide access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Custodians’ commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by Custodians may be higher or lower than those charged by other Custodians and broker-dealers.

*Research and Other Soft Dollar Benefits.* ICONIQ Capital has arrangements with financial firms that provide us with their “platform” services. None of these benefits are soft-dollar credit arrangements. The platform services include, among others, brokerage, custodial, administrative support, recordkeeping and related services that are intended to support us in conducting business and in serving the best interests of our clients but that may also benefit us.

As part of the platform services arrangement described in this section, a Custodian from time to time also makes certain research and brokerage services available at no additional cost to us, including research services obtained by Custodians directly from independent research companies, as selected by us (within specific parameters). Research products and services provided by Custodians to us may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications;



portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by Custodians to us in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by us to manage accounts for which we have investment discretion. Without this arrangement, we might be compelled to purchase the same or similar services at our own expense.

*Brokerage for Client Referrals.* We may receive client referrals from broker-dealers and Custodians and we may consider these referrals when selecting broker-dealers and recommending Custodians. We have an incentive to select or recommend a broker-dealer based on our interest in receiving client referrals. We mitigate this potential conflict of interest by considering the full range of a broker-dealer's services - including the value of research provided, execution capability, trade execution costs, and responsiveness - when selecting broker-dealers. Our receipt of referrals does not diminish our duty to select brokers on the basis of best execution.

*Directed Brokerage.* In certain instances, clients seek to limit or restrict our discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. Any such client direction must be in writing, and may contain a representation from the client that the arrangement is permissible under its governing laws and documents, if this is relevant.

Some clients direct trades to particular brokers. With respect to their directed trades, a client will be treated as if they have retained the investment discretion that we otherwise would have in selecting brokers to effect transactions and in negotiating commissions and that such direction may adversely affect our ability to obtain best price and execution. In addition, client-directed trade orders generally are not aggregated with other clients' orders and direction of brokerage may hinder best execution.

## **B. Order Aggregation**

We perform investment management services for multiple clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by ICONIQ Capital, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are effected only when we believe that to do so will be in the best interest of the affected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner that is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Many of our funds make distributions of securities "in kind" to investors, rather than selling the securities and distributing cash proceeds. However, we and our funds agree with some investors

to ensure that they do not receive in kind distributions, which can result in differences in the timing of a realization.

### **Item 13. Review of Accounts**

We review accounts on a periodic basis. The frequency with which such reviews are conducted is determined based on the nature of each client's investment portfolio and client expectations. The reviews are conducted by a family office specialist, financial analyst or another member of our investment team. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives and are appropriately positioned based on market conditions, investment policies, and the recommended portfolio allocation.

We may also review client accounts at other times when circumstances warrant. Among the factors that may trigger an off-cycle review are major market or economic events, a Managed Account Client's life events, and requests by a Managed Account Client.

## **Item 14. Client Referrals and Other Compensation**

### **A. Other Compensation**

As described above under Item 12.A, Custodians, brokers and other service providers sponsor and fund joint events where attendees may include clients or employees of the sponsoring service provider and ICONIQ Capital personnel. As a result, we may have an incentive to continue to use or expand the use of a Custodian's (or other service provider's) services. We may also have an incentive to recommend certain financial institutions and service providers to our clients. We have evaluated this potential conflict of interest and we recommend the use of Custodians, financial institutions, and other service providers to our clients only when we believe their services are appropriate for our clients and in our clients' best interests.

Certain clients and/or their affiliated companies allow some of our Principals and employees the use of their private aircraft. This practice creates a conflict of interest because it presents a circumstance that may unduly influence our decision making with respect to our clients. Despite this apparent conflict of interest, we endeavor to treat clients fairly, considering each client's facts and circumstances.

### **B. Client Referrals**

Other than as described above in Item 12.A, we do not currently directly or indirectly compensate any person who is not a Supervised Person for client referrals. To the extent that we do enter into any such arrangements, as applicable, all such compensation will be fully disclosed to each client consistent with applicable law and to the extent necessary will be conducted in accordance with SEC Rule 206(4)-1(b) under the Advisers Act.

### **C. Use of Client Information**

We provide clients with a copy of our privacy policy, which describes certain limits on our use of clients' personal information. As part of our overall advisory services, however, we seek to connect clients with each other, with portfolio company personnel, and with professionals within ICONIQ Capital and our broader networks.

### **Item 15. Custody**

ICONIQ Capital is deemed to have custody for the vast majority of its advisory client accounts. We comply with SEC Rule 206(4)-2 (the “Custody Rule”) by annually undergoing a surprise examination covering these accounts by an independent public accountant or by obtaining financial statement audits.

Our Managed Account Clients receive, at least quarterly, account statements directly from their Custodians. We recommend that these clients compare the account statements received from their Custodians with portfolio review reports and portfolio information available from ICONIQ or through our client access portal.

The ICONIQ Private Funds generally receive financial statements audited by an independent certified public accountant as of the end of its fiscal year. Copies of the audited financial statements are furnished to each investor after the end of each fiscal year of each such ICONIQ Private Fund.

## **Item 16. Investment Discretion**

We often are granted discretion by our Managed Account Clients to buy and sell securities (including short sales and financial investments that do not qualify as “securities”), to trade on a fully discretionary basis in any and all forms of securities and financial instruments, as set forth in a client advisory agreement (or comparable documentation). We generally have full discretion for the ICONIQ Private Funds, which is usually granted in an investment management agreement or other constituent documents.

Our authority can run to every kind of security or nature of security whatsoever, including, without limitation, options contracts (including uncovered option contracts), on a cash or margin basis and with authority to select the securities and amount thereof for a client account through a broker-dealer. We also, for many clients, have authority to invest and trade in instruments and opportunities that are not securities. At times, we allow clients to impose restrictions on investing in certain securities or types of securities in otherwise discretionary accounts. Further, we may vote proxies of Managed Account Clients that invest in ICONIQ Private Funds in favor of amendments to the governing agreements of such ICONIQ Private Funds, including amendments that may provide an economic benefit to ICONIQ Capital.

External Portfolio Managers generally have the same level of discretionary trading authority as we do. It should be noted that we have the discretion to grant discretionary trading authority to External Portfolio Managers to execute transactions with the same manner as we do (as previously described). Client cash and securities will be held with a qualified Custodian.

## **Item 17. Voting Client Securities**

We may vote proxies if authorized by a client, such authorization is typically granted on an account-by-account basis. External Portfolio Managers selected or recommended by ICONIQ Capital may also vote proxies for clients on any accounts or assets managed by them.

*Managed Account Clients.* Except where Managed Account Clients authorize us and/or External Portfolio Managers to vote proxies, clients generally maintain the exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to securities held in clients' accounts. Our Managed Account Clients generally maintain the exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to securities held in clients' accounts.

Where we are authorized to vote proxies by our Managed Account Clients, we will exercise that authority in their best interests and often utilize the services of an independent third-party that specializes in evaluating corporate governance matters and making voting recommendations. Typically, we vote in accordance with the recommendations made by the independent third party, including in instances where a material conflict of interest exists between ICONIQ and our clients.

*ICONIQ Private Funds.* We will generally hold the ability to make voting decisions for an ICONIQ Private Fund, either because we have this express power under an investment management agreement or because the status of us or one of our affiliates confers voting rights upon us (or that affiliate), such as acting as the general partner of the fund. In these cases, ICONIQ Capital or the affiliate will exercise those rights in the best interest of the ICONIQ Private Fund. In general, the voting decisions will be made directly by the investment team responsible for that ICONIQ Private Fund. For certain of the ICONIQ Private Funds (such as Building Blocks funds that see asset class exposures), we may and at times have determined that the cost of voting in proxy matters is greater than any expected benefits to be received. For other funds, such as our growth funds, our involvement with the company is generally so great that the investment team will vote each proxy after individual and specific consideration.

*All Clients.* We maintain documentation of how we vote proxies in our books and records. Clients may obtain information regarding how we vote proxies by contacting the client team or submitting a request to [teamcompliance@iconiqcapital.com](mailto:teamcompliance@iconiqcapital.com). Our policies and procedures related to proxy voting are also available upon request.

### **Item 18. Financial Information**

We have no financial commitment that is reasonably likely to impair our ability to meet contractual commitments to our clients.