

Item 1 – Cover Page

Firm Brochure
(Part 2A of Form ADV)

Battery Management Corp.
One Marina Park Drive, 11th Floor
Boston, MA 02210
617-948-3600

Battery Ventures Israel, Ltd. (*relying adviser*)
BMC UK Subadvisor Support Ltd. (*relying adviser*)

www.battery.com

This Brochure provides information about the qualifications and business practices of Battery Management Corp. (“Battery Management Corp.” and, together with Battery Ventures Israel, Ltd., BMC UK Subadvisor Support Ltd., and other affiliates, “Battery Ventures”). If you have any questions about the contents of this Brochure, please contact us at 617-948-3600. 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.

Additional information about Battery Management Corp. is also available on the SEC’s website at www.adviserinfo.sec.gov. Registration with the SEC does not imply any level of skill or training.

March 2023

Item 2 – Material Changes

This Brochure serves as an update to Battery Management Corp.’s brochure dated March 2022 (the “Prior Brochure”). This Brochure contains routine annual updates to the Prior Brochure and additional disclosures around risks and conflicts as detailed in Items 8 and 11, respectively. Battery Management Corp. does not have any material changes to disclose.

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Item 4 – Advisory Business

Battery Ventures is a venture capital and private equity firm that invests principally in the technology markets. Operating from offices in Boston, Massachusetts, Menlo Park, California, San Francisco, California, New York, New York, London, UK and Tel Aviv, Israel, Battery Ventures provides investment management services to pooled investment vehicles (the “BV Funds”) that are exempt from registration under the Investment Company Act of 1940, as amended, and whose securities are not registered under the Securities Act of 1933, as amended (the “1933 Act”). Battery Ventures employees may conduct advisory business from temporary locations as part of the firm’s business continuity plan.

Battery Ventures has been in business since 1983. Battery Management Corp., which is 100% owned by Battery Management Company, LLC (“Battery Management LLC”), a Delaware limited liability company, was incorporated in March 1999. No one owns 25% or more of Battery Management LLC.

Battery Management Corp. provides investment advisory services to the BV Funds with respect to the acquisition, management and disposition of primarily private-company securities across a range of sectors in the technology industry pursuant to an Advisory Agreement among Battery Management Corp., Battery Management LLC, the BV Funds and the general partner entities of all BV Funds (the “GP Entities,” each a “GP Entity”). The investment advice that Battery Management Corp. provides to each BV Fund is subject to the overall direction and control of such BV Fund’s GP Entity.

Battery Ventures Israel, Ltd. is a relying adviser and affiliate of Battery Management Corp. and aids in identifying prospective portfolio companies for investment primarily in Israel and the surrounding region. Battery Ventures Israel, Ltd. is a wholly-owned subsidiary of Battery Management LLC.

BMC UK Subadvisor Support Ltd. is a relying adviser and affiliate of Battery Management Corp. and aids in identifying prospective portfolio companies for investment primarily in the UK and Europe. BMC UK Subadvisor Support Ltd. is a wholly-owned subsidiary of Battery Management LLC and is registered with the Financial Conduct Authority (“FCA”) in the United Kingdom.

Each BV Fund has specific investment guidelines and restrictions as set forth in the BV Fund’s operating and/or offering documents. Investors in the BV Funds do not have the ability to impose specific investment objectives or additional restrictions on the BV Funds.

As of December 31, 2022, Battery Management Corp. had approximately \$16,842,862,340 in regulatory assets under management, all of which are managed on a discretionary basis by Battery Management Corp. or its relying advisers.

Item 5 – Fees and Compensation

Except as described below, Battery Management LLC receives an annual management fee from each BV Fund, payable quarterly in advance, pursuant to a Management Agreement with each BV Fund and the GP Entity of such BV Fund. In most instances, the fee is based on a percentage of committed capital that varies over the life of the BV Fund. For certain BV Funds, the fee is based on a percentage of invested capital. Battery Management LLC pays a portion of the management fee to Battery Management Corp. for its services to the BV Funds.

The management fee payable to Battery Management LLC may be reduced or off-set to the extent Battery Management LLC or its affiliates receive director's fees, consulting fees, monitoring fees, acquisition fees, disposition fees or other remuneration from a BV Fund's portfolio company for services provided to such portfolio company. To date, none of the BV Funds have charged monitoring fees to their portfolio companies. However, Battery may receive monitoring fees when another investor in a portfolio company has negotiated investment terms pursuant to which that and other investors in such portfolio company (including other BV Funds) receive such fees. Any such monitoring fee payments received from a portfolio company will generally result in a "management fee offset" under the relevant BV Fund's partnership agreement for so long as there are sufficient remaining management fees payable.

As described below in Item 6, the GP Entity of each BV Fund also typically receives a performance-based profit allocation from the BV Fund. Management fees and profit allocations are automatically paid or allocated directly by the BV Funds under the terms of their operating documents.

The amount of the management fee and profit allocation for each BV Fund is set forth in the operating documents for such BV Fund and generally is not negotiable.

In addition to management fees and performance-based allocations, the BV Funds may also pay for expenses relating to the BV Funds' formation, investment activities and ongoing operations. The operating documents for each BV Fund include details on the expenses that such BV Fund will bear. For example, each BV Fund will bear all of the costs and expenses incurred in the purchase, holding or disposition of investments of advisers and independent consultants incurred in investigating and evaluating specific investments or investment or disposition opportunities; any other "broken deal" costs; expenses of individual consultants engaged on an ongoing basis by such BV Fund to provide services related to one or more specific actual or prospective investments and/or portfolio companies, including their consulting fees and their travel and travel-related expenses; fees and expenses of third-parties serving as such BV Fund designees to a portfolio company's board of directors; third-party brokerage and similar fees; costs and expenses incurred in connection with managed distributions of securities; third-party research costs attributable to specific investments or investment or disposition opportunities; expenses incurred in connection with such BV Fund's publicly-traded securities; taxes applicable to such BV Fund; fees incurred in connection with the maintenance of bank or custodian accounts and line of credit facilities; costs and expenses related to management and investments of such BV Fund's cash reserves; interest for borrowed

money; fees and expenses incurred for third-party marketing/public relations services to the extent rendered for the benefit of specific portfolio companies of such BV Fund; fees and expenses in connection with the annual audit of such BV Fund's financial statement and the preparation of such BV Fund's annual tax return and other accounting, auditing and tax matters; fees, costs and expenses incurred in complying with anti-money laundering or "know your customer" laws, government sanctions programs and cross-border activity tracking; costs of independent appraisers; insurance premiums; expenses associated with reports and other communications to such BV Fund's limited partners; costs and expenses related to software programs used to assist with compliance with such BV Fund's operating documents, side letters and other agreements with respect to such BV Fund; costs and expenses related to cybersecurity risk prevention, including related insurance, in each case, relating to the affairs of such BV Fund; costs and expenses associated with environment, social and corporate governance and similar matters with respect to such BV Fund or any portfolio company or prospective portfolio company, including engaging any consultants or other third-party service providers with respect thereto; all legal, accounting, filing and other fees and expenses in connection with such BV Fund's compliance with any regulatory requirements; costs related to filings with the U.S. Committee on Foreign Investment in the United States ("CFIUS") or any successor thereto or other matters related to CFIUS in connection with such BV Fund's investments or prospective investments, regardless of the reason that any such filing is made; fees and expenses in connection with the liquidation of such BV Fund's investments; costs associated with the formation, maintenance and liquidation of "alternative investment vehicles" and other intermediate holding entities through which such BV Fund holds an interest in a portfolio company; costs associated with annual meetings of the BV Funds; costs and expenses incurred in connection with any restructuring of such BV Fund, including amendments to the governing documents of such BV Fund and related entities in connection therewith; expenses of such BV Fund's advisory committee and reimbursement of reasonable out-of-pocket costs for such BV Fund's advisory committee members to attend advisory committee meetings; all legal expenses related to such BV Fund; and any other expenses consented to by such BV Fund's advisory committee.

Battery Management Corp. bears all normal expenses incurred in connection with the management of the BV Funds, except expenses borne directly by the BV Funds, as detailed above. For example, Battery Management Corp. bears all employee expenses and individual consultants engaged on an ongoing basis, including their salaries, benefits, wages, consulting fees and (to the extent not paid or reimbursed by a portfolio company or prospective portfolio company) travel and entertainment; rent expenses; costs associated with bookkeeping services; information technology costs, including equipment and software (excluding valuation software); membership dues of Battery Management Corp. and its personnel for professional and trade associations; costs incurred for third-party general research services and third-party marketing/public relations services to the extent such services are not attributable to an investment or a specifically identified prospective investment by a BV Fund; any taxes applicable to Battery Management Corp. or its affiliates; legal and other professional advisor fees and expenses incurred as a result or in connection with Battery Management Corp.'s status as a Registered Investment Advisor to the extent not specific to a BV Fund; expenses related

to the GP Entities, Battery Management Corp., or an affiliate's registration, ongoing compliance and/or reporting obligations under the European Union's or the United Kingdom's Alternative Investment Fund Managers Directive (to the extent not specific to a BV Fund), and a portion of insurance policy premiums for general partner liability insurance..

Where expenses are attributable to multiple BV Funds, or the BV Funds and Battery Management Corp, Battery Ventures will seek to allocate such common expenses in a good faith, equitable manner. Factors considered include relative BV Fund capital commitments, the relative amounts invested by the BV Funds in a portfolio company, remaining investments in a BV Fund, etc. Furthermore, if expenses attributable to a BV Fund are advanced by Battery Management Corp. or its affiliates, such BV Fund would reimburse the payor.

The BV Funds set up for investment primarily by current and former employees of Battery Ventures (the "BIP Funds") are not charged management fees or profit allocations. The BV Funds set up for investment primarily by members of Battery's network of partners and advisors (the "EF Fund") are charged reduced management fees.

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

Except as described below, the GP Entity of each BV Fund typically receives a performance-based profit allocation from the BV Fund, customarily referred to as a "carried interest". The carried interest is generally a percentage of the net profits generated by the BV Fund and the percentage allocated to the GP Entity varies among the BV Funds.

The BIP Funds are not charged a carried interest.

Performance-based fee arrangements may create an incentive for Battery Ventures to favor certain BV Funds over other BV Funds in the allocation of investment opportunities. However, Battery Ventures has procedures designed to allocate investment opportunities among the BV Funds in a fair and equitable manner and to prevent this potential conflict of interest from influencing the allocation of investment opportunities among the BV Funds. For instance, each investment opportunity is reviewed on a case-by-case basis and allocated to a BV Fund by considering various factors, including the size of the investment opportunity (including projected follow-on investments), the amount of available capital to such BV Fund, the nature and stage of the investment, BV Fund portfolio construction matters, and any investment restrictions outlined in a BV Fund's operating agreement.

Item 7 – Types of Clients

Battery Management Corp. provides investment advisory services to private investment funds, generally organized as limited partnerships. An affiliate of Battery Management Corp. serves as the GP Entity with respect to such BV Funds and has ultimate investment discretion. Investors in the BV Funds typically include public pension plans, corporate pension plans, university endowments, foundations, insurance companies, sovereign wealth funds, fund-of-funds, banks, family offices,

other institutional investors and high-net worth individuals.

Battery Ventures sets a target for total capital commitments with respect to each BV Fund. Additionally, the GP Entity of each BV Fund typically sets a minimum capital contribution amount for investors.

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

Battery Ventures is a global, technology-focused firm that primarily employs five key investment strategies in managing the BV Funds; (i) technology industry focus and expertise, (ii) proactive deal generation, (iii) stage diversification, (iv) active investment approach and deal leadership, and (v) value-oriented investment bias. These five strategies are applied to investing in technology and technology-related markets.

Battery Ventures takes a research-driven approach to investing and places a heavy emphasis on developing deep market knowledge in the industries in which it invests. It works to become a market expert in select, high potential technology areas. Internally, Battery Ventures organizes itself into a series of market-based sub-groups that are focused on these industries and meet regularly to discuss current industry trends, issues and opportunities.

In connection with our strategy, we measure performance of an individual investment staff member based, in part, on the volume and quality of new investment opportunities he or she has generated. This information is tracked and reviewed periodically in the market-based subgroups. Numerous deal generation methods are utilized ranging from cold calling and networking with entrepreneurs and technologists, to mapping key players in major market trends and using Executive-In-Residence (“EIRs”) and Operating Partner programs to network with other talented entrepreneurs in key technology markets. Operating Partners are integral members of the firm’s investment staff (sourcing investment opportunities, assisting with due diligence, serving on board of directors of portfolio companies, etc.), while EIRs work as consultants on specific projects and are compensated on a retainer basis by Battery Management Corp. EIRs and Operating Partners are made available for the benefit of Battery Ventures’ portfolio companies to provide additional business insights in such areas as online marketing, product development, sales organization creation, and international expansion. This use of EIRs and Operating Partners by portfolio companies is voluntary and, in some cases, the EIR or Operating Partner and portfolio company may negotiate a separate compensation arrangement depending on the nature and extent of the services to be provided. Access to talented specialists in certain mission critical business components is often a differentiator in the selection of a financing partner by a portfolio company prospect. In addition, some seasoned senior executives are engaged to serve as EIRs with the expectation that they will eventually take key portfolio company operating roles following a BV Fund investment.

The BV Funds invest in opportunities across the stage spectrum, from seed and early-stage opportunities to growth and buyout investments. This allows the BV Funds to capture opportunities in both emerging and mature markets and provides an attractive resource to management teams

looking for insights on growth or the latest disruptive market trends.

Battery Ventures will often seek to place a person on the boards of the portfolio companies in which the BV Funds invest and frequently plays a material role in helping the portfolio companies develop market strategies and business plans. Additionally, Battery Ventures has marketing personnel, recruiters and business development resources on staff to assist portfolio companies in raising and managing their public profiles, building their management teams and scaling their businesses by making connections to partners and customers.

Battery Ventures applies a thorough due diligence process to each potential investment. The risk and reward potential of each investment is analyzed to determine the true value represented by the opportunity and whether an investment is warranted. Each investment has a senior investment team member who acts as that investment's sponsor and at least one junior investment staff member.

Typically, the senior investment team member ultimately has final investment discretion with respect to the investment. A separate investment committee (an "Investment Committee") is formed for each potential non-seed investment at the time at which a preliminary financing term sheet is issued and significant due diligence begins. The Investment Committee for a potential investment is generally comprised of two (2) or three (3) senior investment team members and it assists the deal team in considering the issues, risks and unique circumstances associated with the applicable deal, and provides a recommendation with respect to making the investment or not. The Investment Committee typically meets several times before a final investment decision is made. Also, where multiple BV Funds with different strategies may be suitable for a particular investment (including a BV Fund with a strategy of primarily investing in portfolio companies of other BV Funds), additional steps in our investment process may be added. For example, a designated General Partner or a separate committee of senior investment team members reviews the proposed investment to ensure an investment opportunity's appropriateness for inclusion in each eligible BV Fund as well as help determine the allocation between or amongst the BV Funds contemplating such investment. Seed investments, which represent non-material investment opportunities, are subject to a modified due diligence process and are vetted within the relevant market-based sub-group by a senior investment team sponsor. After the market-based sub-group review, the investment team sponsor can move forward with the seed investment, if warranted. Once a seed investment is expected to require material follow-on investment support, a separate investment committee is formed, and a full due diligence process is conducted on the seed company before any follow-on investment is made.

Each quarter, Battery Ventures reviews its portfolio of investments. The deal team sponsor for each portfolio company presents an update on the portfolio company in front of several other BV investment team members, Battery Ventures' Chief Financial Officer, Chief Compliance Officer and General Counsel, and multiple General Partners. Current portfolio company issues, market trends, financing needs and exit opportunities are reviewed with the group to assist the deal team sponsor in optimizing the return potential for each portfolio company investment.

Follow-on investments in existing portfolio companies usually require a re-convening of the investment committee that was involved with evaluating the original investment in the company (as well as any additional committees that reviewed the initial investment). The investment committee will help the deal team review the performance of the portfolio company to determine whether an additional investment is warranted. In certain instances, more investment staff members are enlisted to provide additional due diligence work and a fresh perspective on the portfolio company before a final follow-on investment decision is made.

The disposition of an interest in a portfolio company via a sale or public offering is subject to the review of a standing exit committee consisting of at least two senior investment team members. The deal team sponsor, the Chief Compliance Officer and General Counsel, and the Chief Financial Officer also participate in the process, as needed. The exit committee reviews the proposed liquidity transaction and possible alternatives to optimize returns.

Material Risks

An investment in a BV Fund involves a high degree of risk and is suitable only for investors of substantial means who have no immediate need for liquidity of the amount invested and who can afford a risk of loss of all or a substantial part of such investment. Below is a summary of the material risks of the investment strategies employed by the BV Funds. For a description of the risks relating to a particular BV Fund please refer to the offering memorandum for such BV Fund.

Reliance on the GP Entities

Investors will not have a right or power to participate in the management of the BV Funds. Accordingly, no investor should purchase any interests in a BV Fund unless it is willing to entrust all aspects of management of the BV Fund to the respective GP Entity. Investors will not receive detailed financial information issued by portfolio companies in which the BV Funds invest which will be available to the BV Funds.

Competition for Investments

The BV Funds will compete with other entities for the acquisition of investments. Such competition may come from groups such as institutional investors, investment managers, industrial groups, and merchant banks which have greater resources than the BV Funds and are owned by large and well-capitalized investors. There will be intense competition for investments of the type in which the BV Funds intend to invest, and such competition may result in less favorable investment terms than would otherwise be the case. The BV Funds may be unable to find enough attractive opportunities to meet their investment objectives. There can, therefore, be no assurance that investments of a BV Fund will meet all the investment objectives of the BV Fund, or that the BV Fund will be able to invest all of its available capital. Additionally, the management fees payable by many BV Funds are based on the aggregate capital commitments of such BV Funds without regard to the amount of capital invested.

Unspecified Investments

The capital commitments received from the investors are invested into a blind pool. With the exception of certain investments that may be made in anticipation of the closing of a BV Fund, which investments will be disclosed to prospective investors in the relevant BV Fund's limited partnership agreement, a BV Fund does not identify the investments it will make prior to launch. Accordingly, an investor in the BV Funds must rely upon the ability of the GP Entities in making investments consistent with the BV Funds' investment objectives and policies. An investor will not have the opportunity to individually evaluate the relevant economic, financial and other information that will be utilized by the GP Entities in their selection of investments or otherwise approve of such investments.

Past Performance Is Not Indicative of Future Results

Past investment performance by prior BV Funds provides no assurance of future results. Each BV Fund is a new investment partnership with no prior operating experience or history that prospective investors can use to evaluate performance. If for any reason one or more of a BV Fund's managing members should cease to be involved in the BV Fund, the performance of the BV Fund may be harmed. There can be no assurance that investments by a BV Fund will achieve returns comparable to the historical performance of the prior BV Funds. Investors in a BV Fund could lose money.

No Assurance of Investment Return

The BV Funds' task of identifying opportunities in private operating companies, managing such investments and realizing a significant return for investors is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage, and realize such investments successfully. There is no assurance that the BV Funds will be able to invest their capital on attractive terms or generate returns for their investors. There is no assurance that the BV Funds' investments will be profitable and there is a risk that the BV Funds' losses and expenses will exceed their income and gains. As such, there is no assurance of any distribution to the investors prior to, or upon, liquidation of the BV Funds.

Long-term and Illiquid Investment within the BV Funds

An investment in the BV Funds is a long-term commitment. Interests in the BV Funds are highly illiquid and have no public market value. No secondary market for the interests exists and no such market will be established or supported by the GP Entities. Furthermore, the sale or transfer of interests is subject to approval of the applicable GP Entity in its sole discretion and other restrictions contained in the respective BV Fund's limited partnership agreement. Voluntary withdrawal of interests in the BV Funds are not permitted, except in limited instances set forth in the relevant BV Funds' governing documents. Such approval generally may be withheld in the GP Entity's sole discretion. Without limitation, the general transfer of limited partner interest in the BV Funds may be restricted by the relevant GP Entity in order for a BV Fund to stay within "safe harbors" relating to avoiding "publicly traded partnership" status. Consequently, investors may not be able

to liquidate an investment in the event of an emergency or for any other reason. An investment in the BV Funds is suitable only for persons and entities which have no need for liquidity with respect to their investment. The interests in the BV Funds have not been registered under the United States Securities Act of 1933, as amended (the “Securities Act”), nor is any such registration contemplated.

Conflicts

The BV Funds will be subject to certain conflicts of interest arising out of their relationship with the GP Entities, the GP Entities’ partners, and their affiliates, which will provide management services to the BV Funds. Certain of the agreements and arrangements among the BV Funds, the GP Entities, the GP Entities’ partners, and their affiliates have been established by the GP Entities and are not the result of arm’s-length negotiations.

Reserves

As is customary in the industry, the GP Entities establish reserves for follow-on investments by the relevant BV Funds in portfolio companies, operating expenses (including management fees), the respective BV Fund liabilities, and other matters. Estimating the appropriate amount of such reserves is difficult, especially for follow-on investment opportunities, which are tied in many ways to the success and capital needs of portfolio companies, as well as liquidity events with respect to portfolio companies. Reserves may increase or decrease from time to time, depending on the projected needs of a BV Fund’s portfolio companies and such BV Fund’s available cash. Such estimates are not subject to or based on any standard industry practices, and are made on a case-by-case basis, taking into account a variety of factors determined by the GP Entities and their affiliates in their sole discretion. Similar reserves will be established for future BV Funds. Inadequate or excessive reserves could impair the investment returns to the limited partners. If reserves are not adequate, the BV Funds may be unable to take advantage of attractive follow-on or other investment opportunities or to protect its existing investments from dilutive or other punitive terms associated with “pay-to-play” or similar provisions. If reserves are excessive, the BV Funds will not be fully invested and/or may decline or otherwise not pursue attractive opportunities to make other investments. Further, the allocation of investment opportunities among the BV Funds may depend, in part, on their respective reserves at the time of allocating the opportunity, possibly resulting in lower returns if any of such reserves were later determined to be inadequate or excessive. Certain follow-on investment opportunities in BV Funds’ portfolio companies will be allocated to BV Funds that have not already invested in a company. Based on a determination of available capital, the applicable GP Entities may reduce reserves for follow-on investments by the BV Funds that initially participated in the portfolio investment, which would reduce the participation level of such BV Funds in follow-on investments.

Uncertain Time Frame for Winding Up Affairs

Each BV Fund has an initial term, which can be extended in relevant the GP Entity’s discretion and from year-to-year thereafter with the consent of the BV Fund’s advisory committee. At the end of a BV Fund’s term (as extended), the winding up of its affairs will commence. In connection with

the dissolution and winding up of a BV Fund, the applicable GP Entity (or other relevant liquidator) has the authority to sell, exchange or otherwise dispose of the assets of such BV Fund in such reasonable manner as that GP Entity (or other relevant liquidator) determines to be in the best interest of the relevant BV Fund. Given the illiquid nature of the BV Funds' investments, it is likely that the BV Funds will hold a number of portfolio investments which cannot be advantageously disposed of within the respective BV Fund's initial term, meaning that the GP Entities are likely to seek extensions of the BV Funds' terms. Even upon the end of a BV Fund's term, such BV Fund will likely continue to hold portfolio investments which cannot be advantageously disposed of promptly during the dissolution period in the absence of a liquidity event for the applicable portfolio company, and there can be no assurances with respect to the time frame in which the assets of such BV Fund will be disposed of following commencement of the dissolution of the BV Fund. There is no particular period specified or required for the final disposition of the BV Funds' assets. In addition, sales of portfolio investments in connection with the winding up of a BV Fund may include escrows of a portion of the sales proceeds or other arrangements (such as earn-outs), which may further delay the final liquidation of such BV Fund. As a result of the foregoing, depending in part on the number of extensions of a BV Fund's term that are effected, final liquidation of such BV Fund may not occur until several years or more after the end of the relevant BV Fund's term, and in any event, the GP Entities anticipate final liquidation and termination of the BV Funds is not likely to occur until after (and possibly significantly after) their respective initial terms.

Difficulty in Valuing Portfolio Company Investments

The BV Funds' investment portfolios consist primarily of high-risk investments in privately-held companies, and most of the BV Funds' investments will be difficult to value. There is no readily available market for most of the BV Funds' investments. Valuations of such investments as determined by Battery Ventures and its affiliates may vary from similar valuations performed by other investors or independent third parties for the same or similar types of securities or assets, and there can be no assurance that the valuations of such securities reflect true fair market value. A general decline in valuations for technology and technology-related companies would likely impact the ability of BV Funds to ultimately realize returns commensurate with reported valuations and would reduce the investment results of such funds. The value of the BV Funds' investments may also be affected by changes in accounting standards, policies, or practices.

Cryptocurrency assets present additional valuation challenges. Traditional private equity and venture capital methodologies do not necessarily apply easily to cryptocurrency assets. Even cryptocurrency assets that are traded on exchanges or other forums are difficult to value given the nature of such exchanges or forums as compared to typical exchanges and trading forums for public equities.

Due to a wide variety of market factors and the nature of the investments to be held by the BV Funds, there is no guarantee that the reported value determined by Battery Ventures and its affiliates will represent the value that will be realized by the BV Funds on the eventual disposition of the investments or that would, in fact, be realized upon an immediate disposition of the investments.

Truncated Due Diligence for Certain Investments

There are instances where a GP Entity may conduct a truncated and expedited due diligence process. For example, if a BV Fund is investing in a portfolio company in which another BV Fund is already invested, depending on the amount of time which has elapsed since such other BV Fund has invested in such portfolio company and such other factors in the relevant GP Entity's discretion, such GP Entity may rely on such other BV Fund's due diligence and determine that a full due diligence review process is neither practical nor warranted in connection with such investment. From time to time, the GP Entities will make use of diligence materials collected and/or prepared by an existing investor, other prospective investor or other third party in a prospective portfolio company (whether in connection with the current round of financing for such company or a prior round of financing). If the due diligence relied upon by the GP Entities contains errors or omissions, or is otherwise inadequate or incomplete, the BV Funds will not have any recourse against the provider of such due diligence. Further, a GP Entity generally will conduct a truncated and expedited due diligence process where a BV Fund is considering an investment classified by Battery Ventures as a "Seed/Other" investment (including investments with repeat entrepreneurs who have a new idea, or into a nascent company that does not require a lot of capital to prove a market need). Because an initial "Seed/Other" investment generally is much smaller than a traditional early-stage investment, a full due diligence review process is generally neither practical nor warranted in connection with a "Seed/Other" investment. If a company in which a "Seed/Other" investment was made later becomes a candidate for a BV Fund to participate in a future investment opportunity, the applicable GP Entity generally will seek to subject the company to additional due diligence and review at that time, but does not always do so if it has received additional information regarding a company during the course of its continued involvement with such company.

Borrowing

The BV Funds may utilize a capital call line of credit to borrow on a short-term basis primarily to borrow to fund investments and pay related expenses. Though the GP Entities intend to use the capital call lines of credit primarily for administrative convenience to reduce the overall number of capital calls from the limited partners and avoid having excess cash on hand and expects that borrowing under the capital call line generally would be on a short-term basis, a BV Fund's Net to LP IRR (as that term is defined in the applicable BV Fund's offering and operating documents) is expected to be higher than it would be in the absence of such capital call line of credit, since the BV Fund's Net to LP IRR (as that term is defined in the applicable BV Fund's offering and operating documents) will be based on the time limited partner contributions are made and use of a capital call line of credit would generally delay such contributions into a later quarter. In addition to a capital call line of credit, the GP Entities may also utilize other lines of credit for the BV Funds, subject to the limitations on the amount of outstanding borrowing at any time in the relevant BV Fund's governing documents. Such other lines of credit may or may not affect the timing of capital calls by limited partners. The BV Funds will bear any interest expense, fees or other costs in connection with any such lines of credit. A BV Fund's capital call line of credit will provide the

lender with certain rights, which may include, among others, the right to call capital from the GP Entities in the event of a default and, in the event of a failure by a limited partner to fully fund its capital contributions to a BV Fund when due, the right to exercise certain default remedies directly against such limited partner. The BV Funds' lines of credit may also include restrictions on limited partners' rights to transfer their interests in a BV Fund, including in certain cases subjecting transfers to the prior approval from the lender. Lines of credit for a BV Fund other than its capital call line of credit may require the applicable GP Entity to provide the lender with other rights, including but not limited to, a security interest in the portfolio investments of such BV Fund. Though the BV Funds' governing documents generally include an obligation for the GP Entities to use reasonable best efforts to structure investments to avoid the incurrence of "unrelated business taxable income", this undertaking does not apply to any "unrelated business taxable income" that may result from any borrowing that is permitted under the BV Funds' governing documents, including as a result of the use of a BV Fund's capital call or other line of credit.

Cybersecurity Breaches

Battery Ventures and the BV Funds' portfolio companies rely on digital technology, electronic communications (including email), the Internet and computer systems to perform necessary business functions and engage with investors, business partners and other constituencies. Although Battery Ventures has implemented, and portfolio companies will likely implement, a variety of security measures, their digital technology, information technology communications and computer systems could be subject to cybersecurity incidents from unintentional events or deliberate attacks by insiders or third parties, including cybercriminals, competitors, nation-states and hacktivists. The objectives of cyber-attacks vary widely and may include the theft or destruction of financial assets, intellectual property, or other sensitive information belonging to Battery and the BV Funds' portfolio companies, their customers, or their business partners. Cyber-attackers use a complex array of means to perpetrate cyber-attacks, including the use of stolen access credentials, malware, ransomware, phishing, structured query language injection attacks, and distributed denial-of-service attacks, among other means. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary and other information processed and stored in, and transmitted through, such computer systems and networks, or otherwise cause interruptions or malfunctions in Battery Ventures, the BV Funds or their portfolio companies' operations, which could result in damage to Battery Ventures, the BV Funds, or their portfolio companies' reputation, financial losses, litigation, increased costs, regulatory penalties and/or customer dissatisfaction or loss.

Currency Risks

The functional currency of the BV Funds will be the United States dollar. Capital commitments, capital contributions and distributions of cash will be stated, made or payable in United States dollars. An investor whose functional currency is not the United States dollar will bear substantial risks associated with fluctuating currency exchange rates, particularly with regard to capital contributions that are payable in installments over time, some of which may not become due for several years.

Certain investments by a BV Fund, and the income received by a BV Fund with respect to such investments, may be denominated in various non-U.S. currencies. However, because the books of the BV Funds are maintained, and contributions to and distributions from the BV Funds are made, in United States dollars, currency conversion is required in such circumstances, which may adversely affect the United States dollar value of investments held by the BV Funds, income from a BV Fund's investments, gains and losses realized on the sale of a BV Fund's investments and the amount of distributions, if any, made by a BV Fund. In addition, a BV Fund will incur costs in converting from United States dollars to foreign currency and vice versa. Furthermore, non-U.S. portfolio companies may be subject to risks relating to changes in currency values, as described above. If a portfolio company suffers adverse consequences as a result of such changes, the relevant BV Fund would likely also be adversely affected.

Among the factors that will affect currency values are trade balances, short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political and economic developments.

Early Stage Investments

Along with growth and buyout investments, certain BV Funds may invest in privately-held, early stage technology companies. These companies typically have minimal or no revenues and are usually not profitable. They require considerable additional capital to develop technologies and markets, acquire customers and achieve or maintain a competitive position. This capital may not be available at all, or on acceptable terms. Further, the technologies and markets of such companies may not develop as anticipated, even after substantial expenditures of capital such companies may face intense competition, including competition from established companies with much greater financial and technical resources, more extensive development, manufacturing, marketing and service capabilities, and a greater number of qualified managerial and technical personnel. Portfolio companies can have substantial variations in operating results from period to period and experience failures or substantial declines in value at any stage.

Information Regarding Private Company Investments

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

Bridge Financings

From time to time, the BV Funds may lend to portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity. Such bridge loans would typically be convertible into or be repaid by the issuance of a more permanent, long-term security; however, for various reasons, such securities may not be issued, and such bridge loans may remain outstanding. In such event,

the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the BV Funds. In addition, the BV Funds may make an investment (whether in the form of equity or debt) in a portfolio company in anticipation of selling a portion of such investment to another investor or otherwise refinancing such investment in the near-term. To the extent provided in the BV Funds' governing documents, these investments will not be taken into account in calculating certain percentage limitations with respect to the BV Funds' investments and ability to borrow and to guaranty portfolio company indebtedness or will only be taken into account in calculating separate percentage limitations that are higher than those that would otherwise apply. For various reasons, the BV Funds may be unable to sell or refinance such investment as quickly as expected or at all, which would increase the BV Funds' exposure to such portfolio company.

Risks in Effecting Operating Improvements

In some cases, the success of the BV Funds' investment strategies will depend, in part, on the ability of the BV Funds to restructure and affect improvements in the operations of a portfolio company. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies entails a high degree of uncertainty. There can be no assurance that the BV Funds will be able to successfully identify and implement such restructuring programs and improvements.

Lack of Diversification

The BV Funds are not subject to any diversification requirements and may invest in a limited number of companies, sectors, countries, or regions. To the extent a BV Fund concentrates its investments in a particular company, sector, country, or region, its investments will become more susceptible to fluctuations in value resulting from adverse business or economic conditions affecting that particular company, sector, country, or region. Consequently, the aggregate return of a BV Fund may be adversely affected by the unfavorable performance of one or a small number of companies, sectors, countries, or regions in which the BV Fund has invested. In certain cases, the BV Funds may acquire majority or 100% interests in portfolio companies, which could further increase the vulnerability of each BV Fund's respective portfolio. The BV Funds therefore will not enjoy the reduced risks of a broadly diversified portfolio.

The potential underperformance of industry sectors in which the BV Funds' investment activities will be focused may be caused by any number of factors, some of which are beyond the control of the individual portfolio companies, including the impact of economic, political, regulatory, technological or industry conditions or occurrences compared with a fund, or a portfolio of funds, that is more diversified or has a broader focus. The BV Funds are, therefore, subject to more volatility and a greater risk of loss than a more broadly diversified fund that focuses on a broader array of investments. In particular, events affecting technology-related companies – for example, intellectual property issues (including litigation over proprietary rights to technology or an inability to adequately protect intellectual property rights), product roll-out delays or failures, rapid obsolescence, constant technical innovation, shifting technical standards, disproportionately large

research budgets, marketing expenses and market penetration by competitors and the inability to attract and retain qualified technical and managerial employees – will affect the value of the BV Funds’ portfolio more than they would likely affect a portfolio that was not similarly concentrated. Further, there can be no assurance that the BV Funds will raise the full amount of committed capital targeted by their GP Entities. To the extent that less capital is raised, a BV Fund’s investment portfolio may be even less diversified than it would otherwise be.

Dependence on Patents, Trademarks, and other Intellectual Property

Certain of the companies in which the BV Funds invest will depend heavily on intellectual property (“IP”) rights, including patents, copyrights, trade secrets, trademarks and service marks. The ability to effectively enforce patent, trademark and other IP laws will affect the value of many of these companies. IP disputes are frequent and can preclude commercialization of products, and IP litigation is costly and could subject a portfolio company to significant liabilities to third parties. The presence of patents or other proprietary rights belonging to other parties may lead to the termination of the research and development of a portfolio company’s particular product. There can be no assurance that the BV Funds or a portfolio company will be able to protect its own IP rights or will have the financial resources to do so, or that competitors will not develop technologies substantially equivalent or superior to a company’s technologies. Unauthorized access or theft of proprietary information may make a portfolio company or its products and services less valuable and more vulnerable to malicious attack. While piracy adversely affects portfolio company revenue in all jurisdictions, the impact on revenue from outside the U.S. is significant, particularly in countries where laws are less protective of IP rights. The absence of harmonized patent laws makes it more difficult to ensure consistent respect for the patent rights of portfolio companies. Reductions in the legal protection for software IP rights could adversely affect portfolio companies.

A portfolio company may, from time to time, receive notices from others claiming such portfolio company has infringed their intellectual property rights. The number of these claims may grow because of a constant technological change in the software industry, increased user-generated content, the extensive patent coverage of existing technologies, and the rapid rate of issuance of new patents. Additionally, portfolio companies may use “open source” software in their products, or may use such software in the future. Such open source software is licensed by its copyright holders under licenses that in some cases may require disclosure of the company’s code to third parties. Copyright owners or third parties may allege that a portfolio company has not complied with the requirements of one or more of these licenses and that confidential code must be publicly disclosed and freely licensed. To resolve these and other intellectual property infringement claims, portfolio companies may enter into royalty and licensing agreements on terms that are less favorable than currently available, stop selling or redesign affected products, or pay damages to satisfy indemnification commitments with customers. These outcomes would likely cause operating margins to decline. In addition to money damages, in some jurisdictions plaintiffs can seek injunctive relief that may limit or prevent importing, marketing and selling products that have infringing technologies.

Software Code Protection

The development and protection of source code is critical to many businesses in the software sector. If an unauthorized disclosure of a significant portion of a portfolio company's source code occurs, such portfolio company could potentially lose future trade secret protection for such source code. The loss of trade secret protection could make it easier for others to compete with such portfolio company's products by copying their code and functionality, which could adversely affect such portfolio company's revenue and operating margins. Unauthorized disclosure of source code could also increase security risks (e.g., viruses, worms, and other malicious software programs that may attack a portfolio company's products and services). Costs for remediating the unauthorized disclosure of source code and other cybersecurity breaches may include those related to increased protection, reputational damage, loss of market share, liability for stolen assets or information and repairs to damaged systems. Remediation costs may also include incentives offered to maintain a portfolio company's business and/or customer relationships following a security breach.

Availability of Investment Capital

Portfolio company investments often require several rounds of capital infusions before the portfolio company reaches maturity. If the BV Funds do not have funds available to participate in subsequent rounds of financing for a portfolio company after its initial investment in such portfolio company, that shortfall may have a significant negative impact on both the portfolio company and the value of the BV Funds' existing investment in the portfolio company. Although it is each BV Fund's policy to maintain liquidity to allow it to participate in follow-on rounds of financings, the BV Funds do not intend to provide all necessary follow-on financing. Accordingly, third-party sources of financing will be required. There is no assurance that such additional sources of financing will be available, or, if available, will be on terms beneficial to each BV Fund. Furthermore, each BV Fund's capital is limited and may not be adequate to protect such BV Fund from dilution in multiple rounds of portfolio company financings.

Lack of Liquidity within Investment Portfolio

Each BV Fund's investment portfolio will consist primarily of investments in private companies. The marketability and value of each such investment will depend upon many factors beyond the applicable GP Entity's control. Generally, the investments made by the BV Funds will be illiquid and difficult to value, and there may be little or no collateral to protect an investment once made. At the time of each BV Fund's investment, a portfolio company may lack one or more key attributes (e.g., proven technology, marketable product, complete management team, or strategic alliances) necessary for success. There may be no readily available market for the BV Funds' investments, many of which will be difficult to value, and the disposal of a portfolio investment by the BV Funds may be prohibited or delayed many years from the date of initial investment for legal and/or regulatory reasons. The public market for technology and other emerging growth companies is extremely volatile. Such volatility may adversely affect the development of portfolio companies, the ability of the BV Funds to dispose of investments, and the value of investment securities on the

date of sale or distribution by the BV Funds. In recent periods, successful privately held companies have been more likely to stay private longer than in prior periods, increasing the length of time to liquidity for investors in those companies. Longer liquidity timeframes could reduce the relevant BV Funds' investment returns compared to the returns achieved by BV Funds from prior periods.

Risks of Certain Dispositions

In connection with the disposition of an investment in a portfolio company or otherwise, the BV Funds may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. The BV Funds also will often be required to indemnify the purchasers of such investment to the extent that any such representations (or representations made by the applicable company) are inaccurate (or if representations or covenants made by the portfolio company are inaccurate or breached), and under certain circumstances described in the limited partnership agreement, the GP Entities may make distributions of cash or securities to the investors that remain subject to recall for the payment (in whole or in part) of such contingent liabilities. These arrangements result in contingent liabilities, which might ultimately have to be funded by the BV Funds.

Distributions-In-Kind

Certain publicly-traded investments may be distributed in kind to the partners of the BV Funds. The distribution price of such assets for purposes of making allocations and distributions among the partners of the BV Funds (including for purposes of determining the GP Entity's "carried interest") will be established under the provisions of the relevant BV Fund's partnership agreement and will not be adjusted to reflect actual sales prices obtained by the limited partners. The actual sales prices obtained by the limited partners may be lower than the applicable distribution price. In addition, following dissolution of a BV Fund, in-kind distribution could consist of assets for which there is no readily available public market which would cause the BV Funds' partners to incur costs and delays in converting such assets to cash.

Limited Control

The BV Funds, when making venture capital and minority growth investments, will often hold minority positions in portfolio companies with proportional board representation (and/or hold positions in portfolio companies where disproportionate voting control (relative to economic ownership) remains with such portfolio companies' founders) and, therefore, will have a limited ability to control various strategic decisions for those portfolio companies. While as a condition to an investment in a portfolio company, certain rights generally will be sought to protect each BV Fund's interests to the extent possible, these rights, when available, are generally in the nature of a veto versus the right to cause desired outcomes. In some cases, other BV Funds may have certain rights from prior rounds of financing for a portfolio company that are not provided to the relevant BV Fund(s) when it invests in such portfolio company. As a result, BV Funds generally will not be able to cause such portfolio companies to take actions which such BV Funds believe would maximize the value of their investment or refrain from taking actions which such BV Funds believe

will impair the value of their investments. In addition, where the BV Funds hold a minority position in a portfolio company, the BV Funds may also have limited information rights with respect to such portfolio company and thus will receive less information regarding such portfolio company than some or all of the other equity holders.

Controlling Investments

The BV Funds may own a significant portion of the securities of their portfolio companies, including ownership positions which may represent a majority of a portfolio company's voting securities. These investments may entitle the BV Funds to elect substantially all of a portfolio company's directors and exert significant influence over a portfolio company's business, operations, affairs and transactions. These capabilities could lead the BV Funds to be viewed as controlling a portfolio company or being considered a controlling stockholder. As a result, the BV Funds may be exposed to claims, lawsuits or investigations by minority stockholders, creditors, government or regulatory authorities or other persons. In the event any such claims were successful, the BV Funds may be held liable for any damages that are awarded or be required to fund any settlement with such parties. Even if such claims, lawsuits or investigations prove to be without merit, the BV Funds may be required to expend significant resources defending themselves and their affiliates. In addition, the BV Funds' reputations and goodwill may be harmed if they are considered a controlling stockholder of a portfolio company that is subject to negative publicity.

Portfolio Company Management

Although the BV Funds will typically have a representative on the board of directors (or equivalent) of their portfolio companies, and in some cases will control a majority of the voting securities and the board of directors of their portfolio companies, each portfolio company will be managed on a day-to-day basis by its officers and other employees (who generally will not be affiliated with the BV Funds or the GP Entities). The management teams of certain portfolio companies will have limited experience in managing companies in general, or in managing companies with the particular characteristics or in the particular stage of growth or development of the relevant portfolio company (e.g., if such company is going through an initial public offering or is publicly traded). To the extent that the management team of a portfolio company performs poorly, or a key member of the management team terminates his or her employment with the portfolio company, the relevant BV Fund's investment in the portfolio company could be adversely affected.

Uncertain Exit Strategies and Timing

Due to the illiquid nature of the investments made by the BV Funds, the GP Entities are unable to predict with confidence what the exit strategy will ultimately be for any given portfolio investment, or that an exit will definitely be available at an attractive price, or at all. Exit strategies that appear to be viable or profitable when an investment is initiated may be precluded or unprofitable by the time the investment is ready to be realized due to market, economic, legal, political or other factors.

Exit timing for a portfolio company may also be impacted by additional financing rounds for such

portfolio company in which the BV Funds or other existing or new investors participate. For example, a large additional financing round (including one in which additional BV Funds participate) may enable a portfolio company to stay private for an extended period of time rather than pursuing a potential initial public offering or acquisition that would have constituted (or potentially led to) an exit event for a BV Fund.

Controlled Group Risks

Under the United States Employee Retirement Income Security Act of 1974, as amended (“ERISA”), members of certain “controlled groups” of “trades or businesses” may be jointly and severally liable for contributions required under any member’s tax-qualified defined benefit pension plan and under certain other benefit plans. Further, if any member’s tax-qualified defined benefit pension plan were to terminate, underfunding at termination would be the joint and several responsibility of all controlled group members, including members whose employees did not participate in the terminated plan. Similarly, joint and several liability may be imposed for certain pension plan related obligations in connection with the complete or partial withdrawal by an employer from a multiemployer pension plan. Depending on a number of factors, including the level of ownership held by the BV Funds and other co-investors in a particular portfolio company, the BV Funds may be considered a member of one or more portfolio company’s “controlled group” for this purpose.

Use of Leverage

Portfolio companies may borrow without limitation. In certain cases, this may include borrowing by portfolio companies as part of the transaction in which a BV Fund invests in such companies. Certain portfolio companies in which the BV Funds invest (particularly buyout investments) will be significantly debt-financed by third parties. In addition, the limitations on borrowing and guarantees by the BV Funds set forth in their governing do not apply to borrowing or guarantees by subsidiaries of the BV Funds and other entities in which the BV Funds hold direct or indirect interests (collectively “Subsidiaries”). While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve more risk. Because of the use of leverage, economic downturns, operating problems, and other general business and economic risk may have a more pronounced effect on a company’s profitability or survivability. Moreover, rising interest rates typically would increase (in some cases significantly) interest expense in respect of borrowed funds, causing losses and/or the inability to service debt. In addition, cash flow from operations or investment that could otherwise be available to a leveraged portfolio company to fund growth often would instead be diverted to repay the company’s debt obligations. If a portfolio company or Subsidiary cannot generate adequate cash flow to meet debt obligations, the relevant BV Fund may suffer a partial or total loss of its invested capital in such entity. A portfolio company’s or Subsidiary’s obligations to these lenders will likely be senior to the BV Fund’s investment in the portfolio company or interest in such Subsidiary and may also be secured by the assets of the company or such Subsidiary. The BV Funds’ junior status could result in a loss of investment by the BV Funds in liquidations or sale transactions. In addition, lenders often impose

restrictive financial and operating covenants on portfolio companies that are leveraged. Any event that adversely affects a portfolio company may be magnified by the extent that such portfolio company is leveraged. It may also be necessary from time to time for a leveraged portfolio company to seek refinancing or restructuring of its debt financing, and there can be no assurance that any needed refinancing or restructuring may be available on terms that are favorable to the relevant BV Funds' investment in the portfolio company. The BV Funds may guarantee the indebtedness of some portfolio companies or Subsidiaries which have borrowed funds. Consequently, if a portfolio company's or other Subsidiary's cash flow is insufficient to cover its debt obligations, a BV Fund may be called upon to fund all or a portion of a portfolio company's or such Subsidiary's debt obligations to satisfy such guarantees. This would reduce the amount of capital the BV Funds have available for other purposes and could adversely affect returns to the investors in the BV Funds. In addition, reduced availability of third-party leverage to finance acquisitions of portfolio companies would adversely affect the BV Funds' buyout investment strategy.

The BV Funds May Be Restricted from Trading Public Company Securities Because of Service on the Board of Directors, Possession of Inside Information or Securities Laws Restrictions; Increased Risk of Claims

A partner, or a manager, member, officer, employee or other representative of an affiliate of the BV Funds will typically serve as a director of each of the BV Fund's portfolio companies, including public companies. As a result, the BV Funds (through their representatives or otherwise) may receive or be deemed to receive information that would restrict their ability to cause the BV Funds to buy or sell securities of a company for substantial periods of time when profit could otherwise be realized or loss avoided, which may adversely affect the BV Funds' flexibility in buying or selling securities. In addition, the ability of the BV Funds to execute trades in securities of these public companies may also be restricted by securities laws, including but not limited to section 16 of the Securities Exchange Act of 1934, and Rule 144 promulgated under the Securities Act of 1933, as a result of the board participation or extent of ownership of the BV Funds and affiliated persons. In addition, board participation (and in particular board participation on portfolio companies with publicly traded securities) may subject the GP Entities and the BV Funds to claims they would not otherwise be subject to as an investor, including claims of breach of fiduciary duty, securities claims and other director-related claims. In general, the BV Funds will indemnify the GP Entities for such claims.

Impact of Economic and Political Conditions

The success of the GP Entities' investment strategy could be significantly impacted by changes in the external economic conditions in the United States and global economies, such as a recession or economic slowdown. The stability and sustainability of growth in global economies may also be impacted by terrorism or acts of war. The business, operating results, financial condition and prospects of many of the BV Funds' portfolio companies would likely be materially and adversely affected, as would the value of the BV Funds' investments in such companies, by general downward swings in the overall economy or in the technology industry. Additionally, a period of deteriorating

general economic conditions could negatively impact the BV Funds' ability to dispose of its portfolio company investments by adversely affecting the market for acquisitions and public offerings. Factors affecting economic conditions, including, for example, inflation rates, industry conditions, competition, technological developments, domestic and worldwide political, military and diplomatic events and trends, tax laws and innumerable other factors, none of which will be within the control of the BV Funds, can substantially and adversely affect the business and prospects of the BV Funds. Changing economic conditions could potentially adversely impact the valuation of portfolio holdings. A major recession or adverse developments in the securities market might have an impact on some or all of the BV Funds' investments. Traditional exit opportunities for funds, such as the BV Funds, have consisted primarily of initial public offerings and acquisitions of portfolio companies by other companies and, in the case of publicly-traded companies, often for stock. The ability of the BV Funds to sell securities and realize investment gains will depend upon favorable market conditions. Initial public offering and merger and acquisition opportunities may be limited or non-existent for extended periods of time, whether due to economic, regulatory or other factors. A sustained period of low valuations in the public equity markets and/or lack of investor interest in initial public offerings could result in substantially lower liquidation values and substantially longer periods before liquidity is achieved in comparison with historical values, which would reduce the returns that could be achieved by the BV Funds. In addition, factors specific to a portfolio company may have an adverse effect on the relevant BV Fund's investment in such company.

Collapse of Silicon Valley Bank ("SVB")

SVB has been a significant provider of credit and other banking services to businesses in the technology sector in which the BV Funds invest, and to the venture capital, growth capital, private equity and other funds which invest in those businesses. The BV Funds and many of their portfolio companies used SVB as a lender and/or primary banking relationship. The failure of SVB (and Signature Bank ("Signature")) in March 2023 resulted in immediate government intervention as their customers experienced disruptions in the ability to access deposits and draw on credit facilities and, ultimately, in SVB's acquisition by First Citizens BancShares ("First Citizens"). SVB was a significant lender to both businesses and funds in the technology sector in which the BV Funds operate. It remains uncertain whether, under First Citizens' ownership, SVB's banking services will continue to serve the investment community and their portfolio companies as they have historically. SVB's potential withdrawal from the sector (or limited operations) may make debt finance and other financing arrangements significantly more difficult for participants in the sector to obtain, and significantly more expensive, at a time at which financial performance may be poorer and cash needs may be greater than in previous years. The absence of SVB from the lending market or a more limited role may adversely affect the performance of the BV Funds and their portfolio companies for these reasons. This impact could be exacerbated if other banks that are active in the technology sector experience difficulties.

Banking System Instability

Contemporaneous with the collapse of SVB and Signature, liquidity concerns with other banks (particularly US regional banks) resulted in fear of instability in the banking system. Systemic concerns with the banking and financial system have occurred at other times as well. Uncertainty in the banking and financial systems can result in significant and widespread deterioration in market and economic conditions by disrupting access to capital and other financial services, which could adversely affect the performance of the BV Funds and their portfolio companies.

Failure of Financial Service Providers

The failure of a bank, lender, broker, custodian or other financial service provider (each, a “Financial Service Provider”), like that of SVB and Signature in March 2023, with which the BV Funds or their portfolio companies have a commercial relationship could adversely affect, among other things, the BV Funds’ and their portfolio companies’ ability to access deposits, establish new lines of credit or utilize existing lines of credit (or the costs and terms associated with such lines of credit), consummate transactions and meet obligations, which in turn could have a material adverse impact on the BV Funds and their portfolio companies. While the BV Funds will seek to utilize Financial Service Providers that they believe are creditworthy and capable of fulfilling their obligations to the BV Funds, the failure of a Financial Service Provider may be caused by a variety of factors that are outside of the BV Funds’ control, including negative market sentiment, a rapidly changing interest rate environment, a “run” on withdrawals, fraud, increase in defaulted loans, poor performance or accounting irregularities.

Assets held by regulated Financial Service Providers in the U.S. are frequently insured up to stated amounts by organizations such as the Federal Deposit Insurance Corporation, in the case of banks, or the Securities Investor Protection Corporation, in the case of certain broker-dealers. Although governmental intervention resulted in additional protections for depositors in connection with the failures of SVB and Signature in March 2023, there is no guarantee that there will be such governmental intervention in the future or that such governmental intervention will avoid the risk of loss of, or delays in accessing, uninsured amounts. Neither the BV Funds nor their portfolio companies expect to limit deposit or other accounts at any particular Financial Service Provider to the minimum insured amounts. As a result, the BV Funds and their portfolio companies are subject to losses in respect of uninsured accounts in the event of Financial Service Provider failures. The BV Funds’ and their portfolio companies’ ability to spread its banking and other financial relationships among multiple Financial Service Providers may be limited by certain contractual arrangements, including requirements of credit facilities (e.g., “subscription” lines) and other business, operational and administrative considerations.

Force Majeure

Force majeure is the term generally used to refer to an event beyond the control of the party claiming that the event has occurred, including acts of God, fire, flood, weather, earthquakes, war, terrorism, pandemics and labor strikes. Force majeure events may adversely affect the ability of the BV Funds,

portfolio companies or the parties with whom they do business to perform their respective obligations, under a contract or otherwise. In addition, dealing with any force majeure event will divert Battery Ventures' time and effort, and the cost of repairing or replacing damaged assets could be considerable. Repeated or prolonged service interruptions may result in permanent loss of customers, substantial litigation, or penalties for regulatory or contractual non-compliance. In some cases, project agreements can be terminated if the force majeure event is so catastrophic as to render it incapable of remedy within a reasonable, pre-agreed time period. Force majeure events that are impossible or costly to cure may also have a permanent adverse effect on the BV Funds or portfolio companies, and the BV Funds' potential returns would be diminished as a result.

Terrorist Activities

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

Non-U.S. Investments

A significant portion of the BV Funds' capital commitments is expected to be invested in companies that have their principal business office outside of the U.S. Investments in non-U.S. companies involve certain factors not typically associated with investing in U.S. companies, including risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various foreign currencies in which each BV Fund's non-U.S. investments are denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. securities markets; (iii) the absence of uniform accounting, auditing, and financial reporting standards, practices and disclosure requirements, and less government supervision and regulation; (iv) certain economic and political risks, including potential exchange control regulations and restrictions on non-U.S. investment and repatriation of capital, the risks of political, economic, or social instability and the possibility of expropriation or confiscatory taxation; and (v) the possible imposition of non-U.S. taxes on income and gains recognized with respect to securities of such companies. While the GP Entity of each BV Fund intends, where deemed appropriate, to manage each BV Fund in a manner that will minimize exposure to the foregoing risks (although such GP Entity does not in the ordinary course expect to hedge currency risks), there can be no assurance that adverse developments with respect to such risks will not adversely affect the investments by the BV Funds in companies located outside of the U.S. Even those portfolio companies that are organized or that have their principal business office in the U.S. may be exposed to significant non-U.S. risks due to the increasingly global nature of many technology and other emerging growth companies, which may, for example, rely upon

international location or outsourcing of research, development, manufacturing or other operations; seek alliances with non- U.S. partners; or seek non-U.S. customers.

Investments in Public Companies

Although the BV Funds intend to make investments primarily in privately-held portfolio companies, the BV Funds may invest a percentage of their capital commitments in public companies and privately-held portfolio companies may become publicly traded following an initial public offering or may be acquired by publicly-traded companies in transactions in which the BV Funds receive securities of such publicly-traded companies. Making and/or holding investments in public companies subjects the BV Funds to risks that differ in type or degree from those involved with investments in privately-held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding the BV Funds' investments in such companies, limitations on the ability of the BV Funds to dispose of such securities (or securities of other companies) at certain times (including due to the possession by the Funds or their representatives of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include Battery Ventures personnel, regulatory action by governmental bodies and increased costs associated with each of the aforementioned risks.

Regulated Businesses

Certain companies in which the BV Funds invest may be in regulated industries. Changes in regulations applicable to such companies could have a negative impact on their business and operations. Such companies could also be subject to enforcement or other proceedings relating to their compliance or non-compliance with applicable regulations, which could negatively affect such companies and the BV Funds' investment in those companies. The BV Funds and/or Battery Ventures personnel (including Battery Ventures personnel serving on the boards of directors of such companies) may be required to comply with regulations applicable to such companies or may have a duty to adequately oversee such companies' regulatory compliance and may be subject to enforcement actions or proceedings as a result. In certain cases, a GP Entity may structure a BV Fund's investment in a regulated business differently from the manner in which it might structure a similar investment in a different type of business in order to attempt to reduce the potential impact of the applicable regulatory requirements on such BV Fund, the GP Entity and their affiliates and personnel (e.g., holding non-voting stock rather than voting stock, keeping the BV Fund's economic and/or voting ownership percentage below certain thresholds or declining the opportunity to have a representative serve on the company's board of directors). Further, investments by the BV Funds in portfolio companies that are in regulated industries may require disclosure (to regulators or the public or both) of information regarding Battery Ventures, the GP Entities, the BV Funds and/or their limited partners. The GP Entities may need to obtain additional information from the limited partners in order to satisfy such disclosure requirements.

Government Filings

Certain investments by the BV Funds are expected to require filings with government agencies. In some cases, this may be the result of the applicable company being a regulated business as described above. In other cases, this may be the result of the nature or size of the investment itself. For example, certain investments by the BV Funds are required to make filings under the Hart–Scott–Rodino Antitrust Improvements Act of 1976 (“HSR”), based in part on the aggregate amount of capital invested by a BV Fund in a particular company. Government filings in connection with investments such as HSR filings would result in additional costs being incurred by the applicable funds and may result in delays in closing certain investments or ultimately preclude the BV Funds from consummating certain investments. Such filings may also require disclosure of confidential information regarding the BV Funds and their investments to government agencies. Failure to make a filing with a government agency, or failure to do so on a timely basis, may lead to additional costs, penalties, delays and other consequences.

Cross Liability

Portfolio companies of the BV Funds may, from time to time, engage in activities that could adversely affect the BV Funds or their portfolio companies, including, for instance, as a result of laws and regulations or certain jurisdictions (such as bankruptcy, environmental, consumer protection, and labor or union laws) that may not recognize or permit the segregation of assets and liabilities between separate entities. In addition, certain jurisdictions may allow for recourse against assets that are under common control with, or part of the same economic group as, the entity that has incurred the liability. This may result in the assets of the BV Funds or of portfolio companies being used to satisfy the obligations or liabilities of one or more BV Funds or portfolio companies thereof.

Government Export Controls

The BV Funds’ portfolio companies may be subject to U.S. or other export control laws that, among other things, prohibit the shipment of certain products and services to certain countries, governments and/or other persons. Such governmental export controls could negatively impact the BV Funds by impairing the ability of certain portfolio companies to compete in international markets and/or subjecting portfolio companies to liability for violations, including possible civil and criminal penalties. In addition, as a result of such export control laws, certain portfolio companies may be unable to share certain information with persons or entities based on the nationality, jurisdiction of formation, place of business or other status of such person or entity (or its beneficial owners), which could impact the type of information any such portfolio company is able to share with the BV Funds.

Risks Relating to United States Foreign Policy

Developments in United States trade policy and diplomatic relations between the United States and other nations may have unforeseen and unexpected consequences on the United States and global

economies. As a recent example, the imposition of substantial tariffs on China and other nations by the United States, along with any retaliatory measures by China or such other nations, created periods of increased economic volatility. It is not possible to ascertain the precise impact these events will have on the United States and other economies, the global information technology industry, the BV Funds or their investments from an economic, financial, tax or regulatory perspective, but any such impact could be material and adverse for the BV Funds and their investments.

FIRRMA and Other Non-U.S. National Security and Clearance Regulations

On August 13, 2018, the President of the United States signed into law the Foreign Investment Risk Review Modernization Act (“FIRRMA”), which among other things, expanded the jurisdiction of the Committee on Foreign Investment in the United States (“CFIUS”) beyond transactions involving control of U.S. businesses by foreign persons to include new categories of covered transactions involving foreign persons and authorized for certain CFIUS filings to be mandatory. CFIUS has the authority to impose restrictions on (or to prohibit) transactions that are subject to its jurisdiction. On January 13, 2020, the U.S. Department of the Treasury issued final regulations that implement most of FIRRMA (the “Final Rules”). Under the Final Rules, which went into effect on February 13, 2020, CFIUS can now review certain non-control investments in U.S. businesses (within the meaning of FIRRMA) that: (i) are involved with certain “critical technologies” based on their status under certain U.S. export and control licensing requirements specified in the Final Rules, (ii) own, operate, manufacture or supply or provide services to certain “critical infrastructure” or (iii) collect or maintain certain “sensitive personal data” (each, as defined in the Final Rules), in each case, if such investments afford direct or indirect foreign investors with certain information or other rights. In the case of such “critical technology” investments and certain of such “critical infrastructure” and “sensitive personal data” investments, the Final Rules mandate that CFIUS filings be made with respect to such transactions. Parties that fail to make a required CFIUS filing can be compelled to divest their investment in the applicable company and may be subject to civil penalties (up to the value of the transaction).

While the GP Entities attempt to structure the BV Funds and the rights of the limited partners with respect to the BV Funds such that non-U.S. person participation in the BV Funds as limited partners (including as members of the advisory committee) will not subject the BV Funds to the expanded jurisdiction of CFIUS resulting from FIRRMA, there can be no assurance that such attempt will be successful. In order to attempt to avoid or reduce the risk of CFIUS-related burdens, including CFIUS filings, or to attempt to avoid or reduce the risk of any restrictions or limitations that could be imposed on any such investment by CFIUS (including prohibiting the transaction altogether) as a result of the participation in the BV Funds by limited partners that are considered to be foreign persons for purposes of FIRRMA, the GP Entities may take certain additional actions under the governing documents, which may include, without limitation, (i) requiring the withdrawal of one or more limited partners from the BV Funds, (ii) restricting the right of the representative of one or more limited partners to participate in or vote on decisions of the advisory committee with respect

to certain matters, (iii) restricting one or more limited partners' access to certain information relating to the BV Funds and their investments and/or (iv) amending the governing documents. Without limiting the generality of the foregoing, limited partners will not have access to material non-public technical information (as defined under FIRRMA) regarding the BV Funds' portfolio companies. However, the GP Entities are not obligated to take action to avoid or reduce the risk of CFIUS-related burdens (including the need to make a CFIUS filing) or to avoid or reduce the risk of any restrictions or limitations that could be imposed on any investment by CFIUS (including in the event such risk arises from non-U.S. persons associated with Battery Ventures serving as Managing Members, holding interests as partners of the GP Entities or otherwise having a direct or indirect interest in the BV Funds)), and there can be no assurance that any actions taken by the GP Entities or restrictions implemented will allow the BV Funds to proceed with a particular investment on desirable terms or avoid CFIUS-related burdens (including the need to make a CFIUS filing) with respect to any particular investment.

FIRRMA and the Final Rules may also make it more difficult for portfolio companies of the BV Funds to raise capital from or be acquired by foreign persons and may increase the cost and complexity of such transactions, all of which may impact the value, development, and/or prospects of certain portfolio companies, and/or the BV Funds' potential exit opportunities from investments in such portfolio companies. In addition, other countries have implemented or are in various stages of implementing regulations in order to address similar concerns with respect to foreign investment in such countries. Such non-U.S. national security/investment clearance regulations could present similar or other issues for a BV Fund in respect of its investment activities in such jurisdictions and could negatively impact the BV Funds and their investment activities and the limited partners.

Hedging Techniques

From time to time, the BV Funds will have investments in public companies, but the shares of such companies held by the BV Funds may be illiquid and/or otherwise not freely tradable. The GP Entities may cause the BV Funds to engage in hedging techniques in an effort to protect the value of such investments until the corresponding shares become liquid and freely tradable, although BV funds historically have generally not engaged in hedging transactions. Such hedging techniques may result in costs for the BV Funds and may limit the potential gains to the BV Funds in the event that the prices for the corresponding shares increase and there can be no assurance any such strategies will be undertaken or, if undertaken, will be effective.

Risks Related to Digital Currencies

The BV Funds may invest a percentage of their capital commitments in digital files representing or associated with stored value (such representation or association, typically referred to as a "token" or "coin") or other digital assets that are cryptographically issued, sold, exchanged and secured on a distributed ledger or blockchain-based system, which may include digital assets: (1) with values related to direct or ancillary relationships to other initiatives, enterprises, organizations or businesses; (2) tied, pegged or otherwise having value correlated in any way with the value of any

fiat currency (e.g., “stablecoins” tied to fiat currency, or the U.S. “digital dollar initiative”); (3) characterized as “fan tokens” or similar asset tied, pegged or correlated in some way (including but not limited to value) to the performance of an individual, team, league or other organization; (4) any non-fungible token, fractional non-fungible token, or semi-non-fungible token, or any similar asset that has a value associated with confirming the authenticity or ownership of other assets; and (5) contractual rights, including without limitation investment contracts or other instruments or securities, in respect of any of the foregoing (collectively, “Crypto Assets”). Crypto Asset networks are vulnerable to hacking and malware and many Crypto Asset exchanges have been closed due to fraud, failure or security breaches. In such event, Crypto Assets would likely be adversely affected. Crypto Assets involve a high degree of risk and, in many cases, constitute a speculative investment. As relatively new products and technologies, Crypto Assets have not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. A significant portion of the demand for Crypto Assets has been generated by speculators and investors seeking to profit from the short or long-term holding of Crypto Assets. The prices of Crypto Assets are often subject to rapid and extreme fluctuations. Several factors affect the price of Crypto Assets, including, but not limited to: supply and demand, investors’ expectations with respect to the rate of inflation, interest rates, currency exchange rates or future regulatory measures (if any) that restrict the trading of Crypto Assets or the use of Crypto Assets as a form of payment or other representation of value. There is no assurance that Crypto Assets will achieve or maintain their long-term value in terms of purchasing power in the future, or that acceptance of payments in the form of Crypto Assets by mainstream retail merchants and commercial businesses will grow. A lack of expansion by Crypto Assets into retail and commercial markets, or a contraction of such use, may result in increased volatility, which may adversely affect Crypto Assets.

Crypto Assets may be held in “digital wallets” or “digital vaults”, which require a private digital key or combination of keys for access. Loss of a key associated with a “digital wallet” or “digital vault” would result in a loss of the Crypto Asset. Unauthorized access to “digital wallets” or “digital vaults” is another risk. Additionally, professional third-party custodians that are qualified, capable and/or permitted to hold and take custody of Crypto Assets on behalf of the BV Funds are currently limited. Under the governing documents of the BV Funds, the BV Funds will not be permitted to distribute Crypto Assets in kind to the limited partners without the prior consent of the BV Funds’ advisory committees. In the event the BV Funds were to distribute Crypto Assets to the limited partners, the risks associated with ownership of such distributed Crypto Assets will be borne solely by the limited partners, and limited partners will be responsible for dealing with any requirements to dispose of such distributed Crypto Assets.

As Crypto Assets have grown in popularity, certain U.S. and non-U.S. regulatory agencies exerted authority over Crypto Assets and the operations of their networks. To the extent that a particular Crypto Asset is determined to be a security, commodity future or other regulated asset, to the extent that a U.S. or non-U.S. government or quasi-governmental agency exerts regulatory authority over a particular Crypto Asset, or if it becomes illegal, now or in the future, to own, hold, sell or use Crypto Assets in one or more countries or other jurisdictions, including the United States, Crypto

Assets may be adversely affected. Regulation of the Crypto Assets sector is likely to increase. The IRS has issued a Notice providing that certain Crypto Assets are treated as property for U.S. federal income tax purposes, but little other guidance has been provided. The taxation of Crypto Assets is similarly uncertain and continuously evolving in many other jurisdictions.

Crypto Assets are often difficult to value given the nature of the exchanges or other forums on which Crypto Assets are traded. Traditional venture capital and private equity valuation methodologies do not necessarily apply easily to Crypto Assets. Trading infrastructure for buying and selling Crypto Assets is still developing and differs in many ways from trading in traditional equity securities of publicly traded companies. In many cases, there will be no clear primary market for a particular Crypto Asset and pricing will be less transparent compared to traditional public equity markets. Such factors impact the GP Entities' ability to value Crypto Assets and also may make it harder to achieve "best execution" for trading in Crypto Assets. Coin or token offerings often do not include the same rights associated with traditional equity securities. Coin or token offerings are subject to significant regulatory uncertainty regarding securities and other laws. To the extent that a BV Fund participates in a coin or token offering or other acquisition of Crypto Assets that is later determined by regulatory authorities to violate applicable laws, rules or regulations, the value of such BV Fund's interest in the applicable Crypto Asset would likely be adversely affected, including to the extent that compliance with and/or enforcement of applicable laws, rules and/or regulations would disrupt the proposed business development and growth trajectory of the issuer of the coin offering or other Crypto Asset.

Certain companies have used "coin-offerings" to raise capital in lieu of traditional equity financings. To the extent that more companies adopt this approach, BV Funds may not have access to what otherwise might have been attractive traditional venture capital investment opportunities, and the amount that a particular BV Fund might otherwise have invested in Crypto Assets may increase as a result.

The technology underlying Crypto Assets is, in many cases, new and unproven. Technological failures with respect to a Crypto Asset or trading platform could lead to a diminution in the value of a BV Fund's investment in one or more Crypto Assets. The GP Entities make no guarantees about the reliability of the technology used to create, issue, or transmit Crypto Assets held by the BV Funds. Third parties may assert intellectual property claims relating to the operation of digital currencies and their source code relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the ability of end-users to hold and transfer Crypto Assets would likely adversely affect an investment in a BV Fund. The technology of Crypto Assets is a new and untested technology. In addition to the risks discussed herein, there are other risks associated with investing in Crypto Assets, including unanticipated risks. Such risks are expected to further materialize as unanticipated variations or combinations of the risks discussed herein.

Risk of Portfolio Company Bankruptcy

The BV Funds may make investments in portfolio companies that may experience financial difficulties and become insolvent or file for bankruptcy protection. There are a number of risks inherent in the bankruptcy process, including, for example, the effects of litigation between the creditors and debtor, the duration of the bankruptcy proceedings and the tangible and intangible costs to the portfolio company. Further, various U.S. federal and state and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of the BV Funds. There is also a risk that a court may require a BV Fund to return amounts previously paid to such BV Fund by a portfolio company that has become insolvent or filed for bankruptcy, a risk that could increase if the BV Funds, either individually or collectively, have management rights with respect to or otherwise exercise a controlling influence over such portfolio company.

Certain Litigation Risks

The BV Funds are subject to a variety of litigation risks, particularly due to the substantial likelihood that one or more portfolio companies will face financial or other difficulties. The BV Funds may also participate in portfolio company financings at implicit valuations lower than valuations implicit in preceding rounds of financing. There may also be disputes related to escrow amounts payable in connection with an investment or an exit of an investment. Legal disputes involving one or more of the BV Funds or the GP Entities and their affiliates may arise from the foregoing activities (or any other activities relating to the operation of the BV Funds or the GP Entities and their affiliates) and could have a significant adverse effect on the BV Funds.

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

Dependence on the Management Team

The BV Funds will be dependent on the activities of the managing members of the GP Entities (“Managing Members”). The limited partners will be relying on the management expertise of the Managing Members in identifying, acquiring, administering and disposing of the BV Funds’ investments. Past investment performance by the Managing Members provides no assurance of future results. Additionally, while each prospective investment (other than those investments classified by Battery Ventures as “Seed/Other” investments) made by a BV Fund will be reviewed by an investment committee consisting of multiple senior investment professionals, the deal lead for a prospective portfolio company generally has ultimate investment authority with respect to a BV Fund’s investment in such prospective portfolio company (including follow-on investments), and is not required to follow the recommendations of the investment committee.

The loss of any individual Managing Member could have a material, adverse effect on the BV Funds. Additional members may be admitted to the GP Entities (or their affiliates) following each BV Funds' initial closing, and the limited partners will have no power to prevent any specific person from being admitted to the GP Entities (or their affiliates) as a member or partner thereof, as applicable. If for any reason the Managing Members should cease to be involved in the investment management of the BV Funds, suitable replacements may be difficult to obtain, with the result that the performance of the BV Funds may be adversely affected.

Other Activities

The members of the management team and their affiliates will devote only such portion of their time to the affairs of the BV Funds as they consider appropriate in their respective judgment to manage effectively the affairs of the BV Funds. Other activities of affiliates of the GP Entities with which such personnel are associated, or with which they may become associated in the future, may require them to devote substantial amounts of their time to matters unrelated to the business of the BV Funds.

General

Legal, tax, and regulatory changes could occur during the term of the BV Funds that may adversely affect the BV Funds, their portfolio companies, or their investors. The BV Funds may not be permitted to, or be able to, make adjustments in their structure or investment program in order to adapt to such changes. In certain BV Funds, the GP Entity will have the exclusive right and authority (within limitations set forth in the respective limited partnership agreement) to determine the manner in which the BV Fund responds to such changes, and limited partners have no right to withdraw from the BV Fund or to demand specific modification to the BV Fund's operations in consequence thereof. For example, changes in laws and regulations applicable to taxation of carried interest may result in certain types of investments and/or investment returns being treated differently and accordingly may influence the GP Entities' decisions as to how to best structure the investment profiles of the BV Funds. The BV Funds may have limited legal recourse in the event of a dispute, and remedies might have to be pursued in the courts of a variety of countries. There can be no assurance that regulations promulgated in countries where the BV Funds' invest will not adversely affect the BV Funds or their respective portfolio investments.

Risks Arising from Provision of Managerial Assistance

The BV Funds will seek the right to designate directors to serve on the boards of directors of a majority of portfolio companies and/or obtain rights to influence the conduct of the management of certain of its portfolio companies. The designation of directors and obtaining and/or exercising any such other rights contemplated could expose the assets of the BV Funds to claims by a portfolio company, its security-holders, and its creditors. While the GP Entities intend to manage the BV Funds in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Exculpation and Indemnification

Each BV Fund will be required to indemnify their respective GP Entity, Battery Management LLC, their affiliates, and each of their respective members, officers, directors, employees, shareholders, partners, and certain other persons who serve at the request of the GP Entity or Battery Management LLC on behalf of each BV Fund for liabilities incurred in connection with the affairs of such BV Fund. Members of the BV Funds' advisory committee will also be entitled to the benefit of certain indemnification and exculpation provisions as set forth in each limited partnership agreement. Such liabilities may be material. For example, in their capacity as directors of portfolio companies, the partners, managers, or affiliates of each GP Entity may be subject to derivative or other similar claims brought by security holders of such companies. The indemnification obligation of each BV Fund would be payable from the assets of such BV Fund, including the unpaid capital commitments of the investors. If the assets of a BV Fund are insufficient, the GP Entity of each such BV Fund may recall distributions previously made to the investors, subject to certain limitations set forth in the limited partnership agreement of each such BV Fund.

Regulatory and Enforcement Risks

Regulation of the venture capital and private equity industry, including regulation applicable to managers of private investment funds such as Battery, has increased significantly in recent years. Additional regulation is likely in the future. For example, legislation has previously been proposed in the U.S. (and has been recently reintroduced) that would impose additional restrictions and potential liabilities on private equity funds, including a requirement that a private investment fund with a controlling interest in a portfolio company be jointly and severally liable for all liabilities of such portfolio company. Compliance with regulations (including regulations applicable to Battery Management Corp. under the United States Investment Advisers Act of 1940, as amended (the "Advisers Act")) involves significant time and attention from Battery's personnel. Battery Management Corp. or its affiliates and personnel may be subject to regulatory examinations, investigations or enforcement actions that require additional time and attention from Battery's personnel and that could distract from the management of the BV Funds' affairs. Enforcement actions and any resulting sanctions that have an adverse effect on Battery or its personnel could in turn have an adverse effect on the BV Funds. In certain cases, the BV Funds or their portfolio companies themselves could become subject to regulatory investigation or enforcement actions that could involve significant cost or otherwise adversely affect the BV Funds or their portfolio companies.

Pay-to-Play Laws, Regulations and Policies; Placement Agent Policies

In light of scandals involving money managers, a number of states and municipal pension plans have adopted so-called "pay-to-play" laws, regulations or policies which prohibit, restrict or require disclosure of payments to (and/or certain contacts with) state or local officials by individuals and entities seeking to do business with state entities, including investments by public retirement plans. The U.S. Securities and Exchange Commission also has adopted rules that, among other things,

prohibit an investment adviser from providing advisory services for compensation with respect to a governmental entity investor (including public pension plans) for two years after the adviser or certain of its executives or employees make a contribution to certain elected officials or candidates. Certain investors in private funds, particularly U.S. and non-U.S. public plan and public entity investors, also have adopted policies imposing disclosure requirements or other restrictions with regard to the use of placement agents (or payments to placement agents or other persons) in connection with their investments in private funds. If the GP Entities, Battery or their relevant employees or affiliates fail to comply with such pay-to-play laws, regulations or policies or such placement agent policies, such non-compliance could have an adverse effect on the BV Funds or their investors by, for example, providing the basis for the affected investor to withdraw from certain BV Funds or to cease making capital contributions to certain BV Funds, or a GP Entity may be prohibited from receiving compensation with respect to such investor (but not other investors) for a period of time.

Item 9 – Disciplinary Information

Not applicable.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Battery Management Corp. nor any of its management persons are registered, or have an application pending to register, as a (a) broker-dealer or a registered representative of a broker-dealer, or (b) futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Affiliated General Partners

The GP Entities are affiliates of Battery Management Corp. Pursuant to advisory agreements between Battery Management Corp., Battery Management LLC, the GP Entities and the BV Funds, Battery Management Corp. provides investment advisory services to the BV Funds.

Other Advisers

Battery Management Corp. provided capital to fund the formation and initial operation of Battery Global Advisors (“BGA”) and certain indirect owners of Battery Management Corp., collectively, continue to own a portion of the equity interests in BGA. BGA provides investment advisory services to family office clients and to private funds. BGA currently sub-leases office space from Battery Management Corp. and has entered into a services agreement with Battery Management Corp. pursuant to which Battery Management Corp. provides certain technology and infrastructure support to BGA. In addition, BGA personnel interact with Battery Management Corp. personnel in a variety of contexts. Battery Management Corp. recognizes that these arrangements and interactions may create the potential for conflicts of interest between Battery Management Corp., its personnel, or its clients, on the one hand, and BGA, its personnel, or its clients, on the other hand. Accordingly, Battery Management Corp. has established certain policies and procedures to

limit such conflicts of interests and to identify and resolve in the favor of its clients any actual conflicts of interest that may arise. Among other things, these policies and procedures are designed to ensure that Battery Management Corp.'s investment decisions and recommendations for clients are made independently from BGA and to control the sharing of information between Battery Management Corp. and BGA.

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

Code of Ethics

Battery Ventures has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to, among other things, restrictions on personal securities trading, pre-clearance of certain personal securities transactions and requirements for reporting of personal securities transactions and holdings. All supervised persons at Battery Ventures must acknowledge the terms of the Code of Ethics annually, and the provisions apply to such supervised persons as well as accounts over which they have beneficial ownership (which includes accounts of certain family and household members). The Code of Ethics includes penalties for violations and requires reporting of violations. The Code of Ethics is designed to allow Battery Ventures to monitor and prevent potential conflicts of interest arising from personal securities trading activities. Battery Ventures will provide a copy of its Code of Ethics to any investor or prospective investor upon request.

Principal Transactions and Cross-Trading

Battery Ventures may on occasion engage in principal transactions subject to compliance with Section 206(3) of the Advisers Act. A principal transaction is defined as a transaction where an investment adviser sells a security to, or purchases a security from, a BV Fund while acting as principal for its own account. In this context, principal accounts may include accounts of Battery Ventures, personal accounts of supervised persons, and accounts of the BIP Funds.

Battery Ventures does not have an affiliated broker-dealer and therefore does not engage in agency cross-trading transactions. An agency cross-trading transaction is defined as a transaction where the investment adviser affects the sale or purchase of a security for a client while acting as broker for a person other than the client.

Occasionally, and under certain limited circumstances, one or more BV Funds may engage in internal cross-trading transactions. Battery Ventures does not receive any compensation in addition to its regular advisory fees and is not deemed to be a broker for purposes of Section 206(3) of the Advisers Act, in connection with any such transactions. An internal cross-trading transaction is defined as a transaction where the investment adviser affects a transaction between two or more of its funds and may entail a conflict of interest because the adviser acts for both funds and may have an incentive to improve the performance of one fund by selling an underperforming asset to another for example, to earn fees and/or improve its performance allocation. Furthermore, certain

investment-related decisions such as how to allocate new or follow-on investment opportunities between two or more funds, who should bear certain expenses and whether to permit limited partners or third parties to co-invest alongside the funds may also present potential conflicts of interests. Battery Ventures recognizes its fiduciary duties and has a policy of treating all BV Funds and other clients fairly and equitably and has adopted written policies and procedures designed to comply with its duties.

Conflicts of Interest

Below is a summary of material conflicts that arise in connection with the participation or interest of Battery Ventures and its affiliates and personnel in client transactions, including participation through an investment in the BIP Funds and an interest arising from serving as a director or in another role with respect to the issuer of securities held by a BV Fund. For a more complete description of the potential conflicts of interest relating to a particular BV Fund please refer to the offering memorandum for such BV Fund.

Other Activities of Battery and Its Personnel

Battery and its personnel will devote substantial amounts of their business time to managing the BV Funds. Conflicts of interest will arise in allocating time, services, resources or investment opportunities among the investment activities of the BV Funds. Battery personnel also have certain time commitments to activities or endeavors outside of Battery including, without limitation, managing personal or family investments, attending to charitable or community endeavors and participating in industry-related activities.

Allocation of New Investment Opportunities

Upon formation of a successor fund, Battery currently anticipates that investment opportunities in new portfolio companies (i.e., companies in which no Battery fund has an existing investment) will continue to be offered to the BV Funds currently in their “investment period” until such BV Funds have used their remaining capital available for investments in new portfolio companies as determined by the GP Entities. Notwithstanding the foregoing, Battery and its affiliates, in their discretion, may allocate investment opportunities with respect to new portfolio companies between the BV Funds in a manner different than that described above, taking into account such factors as they determine to be relevant; the amount of capital that the relevant BV Funds have available for investments in new portfolio companies; portfolio construction and diversification; the age or remaining “investment period” of the applicable BV Funds; any investment restrictions or investment opportunity allocation provisions in the governing documents of the applicable BV Funds; legal or regulatory requirements; and whether the investment opportunity arose from an existing investment of a predecessor BV Fund. This potentially could include having the applicable BV Funds and a predecessor or successor BV Fund co-invest in a new portfolio company investment opportunity. To the extent that the BV Funds co-invest with a predecessor or successor BV Fund in a new portfolio company, the sharing of that investment opportunity between the BV Funds will be determined on a case-by-case basis by Battery and its affiliates, taking into account

factors such as those described above and others determined by Battery and its affiliates to be relevant, and will not necessarily be pro rata based on their respective capital commitments.

Allocation of Follow-on Investment Opportunities

Battery's general policy is to consider follow-on investment opportunities in a particular portfolio company on a priority basis for the BV Fund(s) that have an existing investment in such portfolio company. If more than one BV Fund has an existing investment in a portfolio company, follow-on investment opportunities for that portfolio company generally will be allocated for priority consideration by the BV Funds that have a then-existing investment in such company in proportion to their relative ownership percentages of such portfolio company; provided, that Battery and its affiliates may allocate such opportunities differently if they determine, in their discretion, that such different allocation is appropriate under the circumstances, which may result in one BV Fund taking advantage of preemptive or similar rights that were otherwise held by another BV Fund. In other cases, strict adherence by a portfolio company to preemptive or similar rights may impact the allocation of a follow-on investment if a BV Fund does not have such rights or if the apportionment of such rights differs from the relative ownership percentages of the BV Funds in such portfolio company. To the extent that there is additional capacity in a follow-on investment opportunity after it is considered for the BV Fund(s) with the existing investment in the company, Battery may offer the opportunity to other BV Funds.

Other Matters Related to Overlapping Investments

Where initial investments by multiple BV Funds in the same company are made at different times, or where follow-on investments in a company in which more than one BV Fund has an investment are made in proportions that differ from their then-existing ownership percentages of that company, conflicts of interest may arise with regard to valuations, exit opportunities and other matters. Even if investments in the same company by multiple BV Funds are made in the same securities, at the same times and in the same proportions across multiple financing rounds, conflicts may arise because of different liquidity needs, different time horizons, different carried interest percentages or different carried interest entitlements of Battery at a particular time among relevant BV Funds. In addition, conflicts may arise to the extent that a BV Fund invests in the securities of a portfolio company that have different rights than, and/or are senior in the company's capital structure to, the securities of such portfolio company held by another BV Fund.

Battery and its affiliates generally intend to allocate disposition opportunities with respect to a company among the BV Funds in proportion to their respective aggregate amounts invested in such company. Dispositions of investments in a particular portfolio company will be allocated and determined by Battery and its affiliates on a case-by-case basis and will not necessarily be made at the same time or in proportion to dollars invested in that company or relative ownership percentages in that company. In such cases, Battery and its affiliates will allocate disposition opportunities among BV Funds, in their discretion, taking into account (without limitation): the relevant provisions in agreements related to the applicable entities' investment in the portfolio company; the

relative ownership percentage of, and the relative amount invested by, each applicable entity in the portfolio company; the amount of gain (or loss), realized and unrealized, and the resulting multiple of invested capital and internal rate of return, on each applicable entity's investment in the portfolio company at the time of such disposition opportunity, whether on an absolute basis or relative to Battery's expectations or goals; the type of securities held by each entity in the portfolio company; liquidity needs for each applicable entity and the investment cycle of each applicable entity; respective holding periods for the investment of each applicable entity; the nature of the disposition opportunity, including the size of the opportunity; current and anticipated market conditions; tax, legal or regulatory considerations; and such other factors that Battery and its affiliates may determine to be relevant. As a result, the BV Funds may dispose of common investments at different times, in different forms (i.e., cash vs. in-kind) and at different prices.

The GP Entities may reach different decisions regarding the allocation of investment and disposition opportunities in respect of the BV Funds in situations that might otherwise appear to be similar.

In addition, partners of the GP entities and certain affiliates may have a financial incentive to support the interests of one or more BV Funds by causing a BV Fund to invest (or to avoid investing) in a portfolio company, to invest on terms less favorable to one BV Fund than another BV Fund might otherwise obtain or to exercise its rights as a holder of portfolio company securities or otherwise act in a manner that helps, or minimizes harm to, the relevant BV Fund(s). In particular, there may be an incentive to cause one BV Fund to provide capital to a portfolio company in order to maximize the likelihood that such portfolio company will survive or to enhance the value of another BV Funds' investment, even when doing so would entail an unattractive investment, or an investment on unattractive terms, by the relevant BV Fund. In any such case, the profitability of a BV Fund's investment, and a BV Fund's overall performance, may be substantially reduced.

Some or all of an investment opportunity that is allocated by Battery to a BV Fund may be the result of preemptive or similar rights that another BV Fund had to invest in such opportunity or may otherwise represent an opportunity that was made available to Battery because of the pre-existing investments of a BV Fund in the relevant portfolio company.

In addition, Battery has formed multiple BV Funds ("Battery Select Funds") for the purpose of co-investing with other BV Funds in follow-on investments in existing portfolio companies of the BV Funds. The investors of any Battery Select Fund will include some, but not all, limited partners of the other BV Funds, and may include persons and entities that are not limited partners of the other BV Funds. Battery will determine in its sole discretion the persons and entities to which interests in any Battery Select Fund may be offered. The operation of the Battery Select Funds gives rise to certain potential conflicts of interest.

Co-investment by Limited Partners and Third Parties

As is common in the private equity and venture capital industries, Battery will often invite other private equity and venture capital firms and other investment firms, strategic investors and others that are not affiliated with its funds to participate in investment rounds with a BV fund (and Battery

and its funds may also be invited to participate in investment transactions being led by such other firms and investors).

In addition to such “syndication” of investment opportunities described in the preceding paragraph and in addition to potential co-investments between the BV Funds, each of which is not otherwise addressed in the discussion of co-investment opportunities below, Battery and its affiliates may, but are under no obligation to, provide opportunities to co-invest with the BV Funds to others, including one or more limited partners and/or third parties. Co-investments by limited partners or third parties may be made directly in the applicable portfolio company or may be made through “special purpose vehicles” formed by Battery or its affiliates, which “special purpose vehicles” may include investments from persons associated with Battery and/or which may be for one or multiple co-investments. Battery or its affiliates may receive fees, carried interest or other compensation in connection with such co-investments. Any such fees, carried interest or other compensation received from co-investors in connection with an investment in a BV Fund portfolio company will not offset the management fee payable by such BV Fund or otherwise benefit such BV Fund or its investors. Such co-investment opportunities may arise in connection with a BV Fund’s initial investment in a portfolio company or in connection with a follow-on round for a portfolio company in which a BV Fund has previously invested.

Co-investment opportunities for limited partners or third parties will be made available on a case-by-case basis by Battery or its affiliates if and when they determine that it is in the best interest of the BV Funds to do so. The factors that Battery and its affiliates may consider in allocating any particular co-investment opportunity to one or more limited partners or to third parties include, among others: general co-investment interest; specific co-investment interest; participation in previous co-investment opportunities offered by Battery; timing; ability to make the investment; quality of deal partner; strategic value; portfolio company interest in particular co-investors; and such other factors relevant to the relationship of a particular investment opportunity to a given prospective co-investor.

Co-investors may be granted or allowed certain rights to participate in follow-on investments with respect to the particular portfolio company but will not necessarily be granted or offered such rights or otherwise be required to participate in follow-on investments. If Battery has formed an entity managed by Battery or an affiliate to facilitate a co-investment with the BV Funds in one or more particular portfolio companies, disposition opportunities with respect to such portfolio company will be allocated between such entity and the BV Funds as determined by Battery and its affiliates in their good faith discretion, taking into consideration such factors that they consider to be relevant.

It is expected that any such potential co-investors in a BV Fund investment will not bear any portion of “broken deal” or other expenses incurred by the BV Fund in connection with or related to a proposed co-investment that does not close, including, without limitation, legal, financial, and other business diligence costs and expenses, and such costs and expenses will be paid solely by the BV Funds participating in such investment. If a co-investment with the BV Funds does close, the portion of unreimbursed transaction expenses incurred by the BV Funds in connection with such

investment, unreimbursed expenses incurred by the BV Funds in connection with the ongoing monitoring of its investment in the applicable company and any other unreimbursed expenses incurred by the BV Funds with respect to such investment that are payable by the co-investors will be determined on a case-by-case basis. Battery and its affiliates will have no obligation to cause such co-investors to bear any of such expenses at all or to bear any particular portion of such expenses.

In certain cases, co investors may receive a portion of any fees payable by the applicable portfolio company that might otherwise have been received by Battery or employees of Battery and that might otherwise have reduced the management fee payable by the BV Funds.

In connection with co-investment opportunities, some co-investors may be provided with the opportunity to serve on the board of directors of the applicable portfolio company. A position on the board of directors of a portfolio company provides such co-investors with voting rights, access to information and the ability to potentially influence the operations and decision-making of the portfolio company that are not available to other investors in the BV Funds. In certain cases, co-investors may also have contractual rights that require the approval of the co-investors for certain major actions relating to the applicable portfolio company, such as a sale of the company or the issuance of additional equity by the company. Such rights would limit the ability of Battery and its affiliates to take actions with respect to the portfolio company that they consider to be in the best interests of the BV Funds.

In certain instances, a limited partner or persons or entities associated with a limited partner may make an investment in the same company as the BV Funds pursuant to an opportunity sourced directly by such limited partner or made available to such Limited Partner by someone other than Battery, the BV Funds or their affiliates.

Investments by Persons Associated with Battery

To the extent provided in the each BV Fund's governing documents, the GP Entities and their affiliates are not permitted to invest for their, his or her own account in any company that might reasonably be viewed as within the primary purpose of the BV Fund without the consent of the advisory committee. Such limitation does not apply, however, to (i) investment opportunities that are reviewed by the GP Entities and determined to be not within the primary purpose of the BV Funds or not otherwise available to the Fund or (ii) individual investments of \$250,000 or less. Such limitation also does not apply to other persons associated with Battery.

In certain cases, the BV Funds may invest in companies in which the GP Entities or other persons associated with Battery have a pre-existing personal investment. To the extent provided in the governing documents of the BV Funds, consent of the advisory committee will be required for a BV Fund to make an investment in a company if the GP Entities have a pre-existing personal investment in such company for its own account, but such consent will not be required if other persons associated with Battery have a pre-existing personal investment in such company. To the extent that a BV Fund invests in a company in which a managing member of the relevant GP Entity

has a pre-existing personal investment, Battery may require that such pre-existing investment be sold to the BV Fund (likely at cost) if it determines that the BV Fund's purchase of such investment is in the BV Fund's best interest, subject to any advisory committee consent required under the partnership agreement or applicable law. Personal investments by persons associated with Battery in portfolio companies or potential portfolio companies create potential conflicts of interest in connection with investments by the BV Funds in such companies.

In addition, persons associated with Battery (including the managing members of the GP Entities) may invest in other private investment funds (including other private equity and/or venture capital funds that may make investments similar to those made by the BV Funds). Such personal investments create potential conflicts of interest with respect to the BV Funds and their investments and decisions to be made by Battery and the managing members with respect to the BV Funds and their investments.

Battery's policy is that personal investments of Battery or its managing members should not influence their decisions with respect to the BV Funds and their investments.

Allocation of Expenses

Certain expenses will be incurred that are attributable to multiple BV Funds. The allocation of such expenses among such entities raises potential conflicts of interest. Battery and its affiliates generally intend to allocate common expenses between the BV Funds based on the relative amount invested by them in a particular investment or company or based on their respective aggregate capital commitments or on such other basis that Battery and its affiliates determine to be equitable with respect to the particular expense in each case to the extent that each such entity has available assets to pay its allocable portion of such expenses on such basis. Neither the BIP Funds nor the EF Fund will be allocated any portion of the costs related to the BV Funds' annual investor meetings or any expenses of the advisory committee or its members. If a BV Fund does not have available assets to pay its allocable portion, Battery and its affiliates would adjust the allocation of such expenses between such entities (with a greater portion being allocated to the entities with available assets) on a temporary basis or, if necessary, on a permanent basis. Expenses in respect of a particular portfolio company generally will be apportioned among the BV Funds pro rata based on their relative ownership percentage of such portfolio company; provided, that expenses related to an investment transaction with respect to such portfolio company generally will be apportioned based on the amount invested in such transaction. Battery and its affiliates intend to allocate any other common expenses attributable to the BV Funds in an equitable manner as determined by Battery or such affiliates in good faith, taking into account such factors that it determines to be relevant for the particular expense.

Certain expenses (e.g., premiums for general partner liability insurance) will be incurred for the benefit of both Battery and the BV Funds. Apportionment of such expenses involves a conflict of interest. Battery also intends to allocate such expenses in an equitable manner as determined by Battery in good faith, taking into account such factors that it determines to be relevant for the

particular expense.

Transactions Between Multiple BV Funds

Subject to any advisory committee or other consents or approvals that are required under their respective governing documents, the BV Funds may buy or sell portfolio company securities from or to one another at such times, at such prices and on such terms as the GP Entities determine to be in the best interest of the relevant BV Funds. Such a transaction entails a potential conflict of interest because Battery or an affiliate thereof acts for both BV Funds involved and has an incentive to improve the performance of the one BV Fund by selling an asset to another Fund. In addition, one BV Fund may make an investment in a portfolio company of another BV Fund at or after the time such BV Fund disposes of a portion of its investment in such portfolio company, including in connection with a financing that provides proceeds for the disposing BV Fund.

Subject to any consent or approval that is required under the relevant partnership agreement, the BV Funds will from time to time acquire securities from the GP Entities, other persons associated with Battery or their respective affiliates if the GP Entities determine that such acquisition is in the best interests of the BV Funds. Without limiting the generality of the foregoing, if Battery determines that a BV Fund no longer has remaining capital available to invest in new portfolio investments prior to the formation of another BV Fund, Battery will cause Battery Management Company, LLC, or an affiliate thereof and/or one or more BV Funds and/or “alternative funds” or holding entities of such BV Funds and/or such “alternative funds” to purchase or otherwise acquire investments, or a portion thereof, to a BV Fund, as applicable, after its formation, at a price equal to the cost of such investments (if any) plus (i) to the extent such investments are purchased or otherwise acquired from Battery Management Company, LLC or another service provider, certain costs related to the credit facility utilized or increased by Battery Management Company, LLC or such service provider used to initially acquire such investments or that would have been used by Battery Management Company, LLC or such service provider in connection with any investment, commitment or obligation constituting a “warehoused” investment, (ii) unreimbursed transaction-related expenses incurred by the applicable selling entity or its affiliates and (iii) an interest equivalent amount. Additional information about any such “warehoused” investments will be made available to investors in the relevant BV Funds.

Without limiting the generality of the foregoing, Battery may also cause the BV Funds to “warehouse” investments for a successor BV Fund, subject to advisory committee consent to transfer the “warehoused” investments to such successor BV Fund.

Bulk Sales of Assets; Sale of Assets Among Multiple BV Funds

While typical exit scenarios for the BV Funds’ investments consist of acquisitions of portfolio companies by third-party buyers or sales of publicly traded securities by the BV Funds following a portfolio company’s initial public offering, the GP Entities may determine that it is in the best interests of the BV Funds to dispose of one or more portfolio investments to a secondary buyer in a negotiated transaction. While this type of transaction results in earlier liquidity for the relevant

BV Fund, the total proceeds received by such BV Fund could be less than the amount the BV Fund would have received if it had continued to hold the investment until the portfolio company itself had a liquidity event. To the extent that multiple investments of the BV Funds are sold in any such transaction, the amount of proceeds received by the BV Funds with respect to such investments may be less than the amount that could have been obtained if such assets had been sold separately. In connection with any such transaction involving multiple BV Funds, it is expected that the sale proceeds will need to be allocated among the participating BV Funds. The allocation methodology that is ultimately utilized may take into account a number of factors, including, without limitation, the relative values for the applicable investments that the BV Funds reported to their respective limited partners, the relative values assigned to the investments being sold in the transaction by the secondary buyer, adjustments to the transaction price to account for distributions received and/or contributions made by the BV Funds with respect to any such investments between the “record date” and the closing date of the transaction and/or such other adjustments and considerations deemed relevant by the GP Entities and their affiliates. Accordingly, the amount of proceeds that would be allocated among the BV Funds is uncertain and could be materially different than would be the case had other factors been considered relevant by the GP Entities and their affiliates. Conflicts will arise with respect to any such allocation methodology, as the GP Entities and their affiliates may have an incentive to allocate such proceeds and transaction expenses between the BV Funds in a manner that the GP Entities and their affiliates believe will maximize the amount distributable to the GP Entities and their affiliates with respect to the “carried interest” payable by the BV Funds. In any event, the amount received by a BV Fund in such a transaction involving multiple BV Funds may be less than the amount that such BV Fund would have received if only the BV Fund’s investments were sold in such transaction. Such a transaction may also have other benefits for Battery that are not directly shared by investors in the BV Funds. If the secondary buyer is an affiliate of Battery, advisory committee consent would be required for such transaction pursuant to the relevant partnership agreement.

Advisory Committee Consents

Certain transactions by the BV Funds that would otherwise be prohibited by the relevant partnership agreements, including certain transactions that involve potential conflicts of interest between BV Funds or between the BV Funds and the GP Entities, may be effected with the consent of the relevant advisory committee. Additionally, the GP Entities may notify, consult with, or seek the consent of the relevant advisory committee for certain transactions that involve potential conflicts of interest, but for which such notice, consultation or consent is not otherwise required by the relevant partnership agreement. In some instances, the GP Entities may seek a consent from the relevant advisory committee with respect to a matter for which consent is required by the relevant partnership agreement on a “blanket” basis that would cover multiple instances or transactions rather than a consent for a specific instance or transaction. Some or all of the members of the advisory committees also may be members of the advisory committee of multiple BV Funds with which there is a potential conflict or may be associated with investors that have an interest in multiple BV Funds, and members of the advisory committees may themselves be subject to other

conflicts of interest that are unrelated to overlapping advisory committee membership or representation which may influence their decisions on matters presented to the relevant advisory committee. A member of an advisory committee who is, or who is associated with a limited partner that is, subject to a conflict of interest with respect to a matter brought before such advisory committee will not be prohibited from participating in discussions with respect to, or from voting on, matters brought to such advisory committee in respect of which such conflicts exist, including between the BV Funds. Battery anticipates that there will be overlap between the members of the advisory committees for the BV Funds. In addition, each advisory committee will not represent the interests of all of the limited partners, and each member of each advisory committee may act in the interests of the limited partner with which it is associated. Advisory committee members will be selected, and may be changed from time to time, by the GP Entities in their discretion. Limited partners will not be entitled to control the selection of members of the advisory committees or to review the actions or deliberations of the advisory committees.

Portfolio Company Interests

The BV Funds have representatives that serve on the boards of directors of portfolio companies of the BV Funds and will, as a result, be subject to fiduciary obligations to make decisions that they believe to be in the best interests of the applicable portfolio company. Although in most cases the interests of the BV Funds and such portfolio companies will be aligned, this may not always be the case, particularly if a portfolio company is in financial difficulty. This may result in a conflict between the relevant director's obligations to the portfolio company and its various stakeholders, on the one hand, and the interests of the BV Funds, on the other hand. Having a representative of the BV Funds serve as a director of a portfolio company whose shares are publicly traded may limit the BV Funds' ability to sell their shares because of trading restrictions imposed on the individual who serves as a director and, by extension, the BV Funds. In some circumstances, having a representative of the BV Funds serve as a director of a portfolio company may restrict the ability of the BV Funds to invest directly in an investment opportunity that also constitutes an investment opportunity for such portfolio company. In addition, certain investment opportunities that might otherwise represent potential portfolio investments for one BV Fund may instead be offered to portfolio companies of other BV Funds as add-on acquisitions by such portfolio companies to the extent that such opportunities are complementary to and/or enhance such portfolio companies' businesses.

Transactions Between Portfolio Companies of the BV Funds

Portfolio companies of the BV Funds engage in commercial transactions with one another from time to time as they determine to be appropriate in their business judgment. A merger or similar transaction between portfolio companies of different BV Funds may result in one BV Fund receiving securities of a portfolio company of another BV Fund. Battery anticipates that material transactions between portfolio companies generally would be on arms'-length terms or on terms otherwise considered to be equitable to both companies under the circumstances. Advisory committee consent would not be required for such transactions. However, such transactions could

benefit the portfolio company of one BV Fund more than the portfolio company of another BV Fund.

Battery will from time to time recommend the products or services of a portfolio company of the BV Funds to other portfolio companies of the BV Funds. Battery will be presented with a conflict of interest in making such recommendations in that it has an incentive to maintain goodwill with the existing and prospective portfolio companies of the BV Funds, while the products or services recommended may not necessarily be the best available to its other portfolio companies. Although use of any such products or services by a BV Fund portfolio company would be voluntary, a BV Fund portfolio company may nevertheless feel conflicted in their choice of vendors and might select the portfolio company of the BV Funds when there are better or cheaper products or services offered by unrelated companies. The benefits received by a portfolio company of the BV Funds regarding a product or service may be greater than those received by the portfolio company of the BV Funds regarding such product or service.

Competitive Portfolio Companies

The BV Funds invest in one or more companies that is a competitor of, or that subsequently becomes a competitor of, another company in which the BV Funds have invested. Such competitive situations may result in conflicts for Battery and its affiliates in their ongoing interactions with the competitive companies and could, in certain circumstances, result in Battery and its affiliates receiving less information about such companies that they might have received in the absence of such competitive situation. Competitive situations could also result in the BV Funds or Battery and its associated persons facing legal claims regarding misuse of a company's confidential information, breach of duties to the portfolio companies or other matters related to the competitive situation. In certain cases, Battery may decline to pursue an opportunity for the BV Funds because of a competitive situation even though the opportunity might otherwise be an attractive one for the BV Funds.

Diverse Partner Group

The limited partners may have conflicting investment, tax, and other interests with respect to their investments in the BV Funds. The interests of some or all of the limited partners may conflict with the interests of the GP Entities with regard to such matters. The conflicting interests of the partners may relate to or arise from, among other things, the nature of investments made by the BV Funds, the structuring or the acquisition of investments, or the timing of disposition of investments. As a consequence, conflicts of interest arise in connection with decisions made by the GP Entities, including with respect to the nature or structuring of investments that may be more beneficial for one partner than for another partner, or more beneficial for the GP Entities, particularly with respect to partners' individual tax situations, or the allocation of investment and disposition opportunities between the BV Fund. Except as otherwise provided in the relevant partnership agreement, in selecting and structuring investments for the BV Funds, the GP Entities will consider the investment and tax objectives of the relevant BV Funds and the partners as a whole, not the investment, tax, or

other objectives of any limited partner individually. The GP Entities may also consider the tax objectives of they and their partners.

Without limiting the foregoing, in connection with certain investments, the GP Entities form “alternative investment vehicles” pursuant to which certain investors participate directly or indirectly through a “blocker corporation” while other investors (including the GP Entities) participate through a tax transparent entity without an intervening “blocker corporation”. This may create conflicts for the GP Entities, particularly in structuring an exit from such investments given the varying tax implications to the GP Entities and investors resulting from different exit structures. Returns from such investments to the GP Entities, including in respect of its carried interest, typically would not be reduced by any taxes or other expenses borne by any such investor participating in such investments directly or indirectly through a “blocker corporation”. Other than taxes and certain other expenses incurred in connection with the formation and operation of a “blocker corporation”, all investors generally will bear a portion of the costs associated with the formation and operation of “alternative investment vehicles”, regardless of the tax status of such investors.

In other cases, the GP Entities will elect to structure investments that implicate the tax objectives or requirements of certain investors through simpler structures that are less tax efficient to the limited partners as a whole in order to avoid the cost, time or administrative complexity associated with more complicated investment structures that could be used to address the applicable tax objectives or requirements of such investors.

Economic Interests of the GP Entities and their Affiliates

Because the percentage of profits allocated to the GP Entities will exceed the aggregate capital commitment percentage of the GP Entities with respect to the BV Funds, the GP Entities have an incentive to make investments that are riskier or more speculative than if the GP Entities received allocations on a basis identical to that of the investors in the BV Funds or were compensated on a basis not tied to the performance of the BV Funds.

The GP Entities will be required under the relevant partnership agreement to return certain excess distributions of “carried interest.” Such clawback obligation creates an incentive for the GP Entities to defer disposition of one or more investments or delay the liquidation of the BV Funds if the disposition or liquidation would result in a realized loss to the BV Funds or would otherwise result in a clawback situation for the GP Entities.

The GP Entities may at certain times be incentivized to cause the BV Funds to dispose of investments in order to generate “carried interest” distributions to the GP Entities.

The General Partner and Limited Partners May Have Disparate Tax Positions

The tax consequences to the GP Entities, and their beneficial owners, with respect to tax items realized by the BV Funds are, in some cases, different than the tax consequences to the limited

partners, and their beneficial owners, from such tax items. As a result, the GP Entities may have tax-related incentives not shared by the limited partners.

Distributions in Kind

In certain instances, the GP Entities may determine to distribute securities of a portfolio company in kind to the investors in a BV Fund, while causing another BV Fund that has invested in such portfolio company to continue to hold such portfolio company's securities. Any such distribution could result in downward pressure on the price of such securities, which would have an adverse effect on the net asset value of any BV Fund that continues to hold such company's securities and may negatively impact the ultimate returns to such BV Fund with respect to its investment in such company.

If a BV Fund makes a distribution in kind, the GP Entity will generally receive the same securities as the limited partners. The GP Entity will act in its own interest with respect to its share of such securities and may determine to sell the distributed securities, hold such distributed securities for such amount of time as the GP Entity shall determine, or distribute such securities to the GP Entity's beneficial owners. The ability of the GP Entities to act in their own interest with respect to such distributed securities creates a conflict of interest between the GP Entities and their partners and affiliates, on the one hand, and the limited partners of the BV Funds, on the other hand.

Use of Leverage

To the extent the BV Funds use borrowed funds in advance or in lieu of capital contributions, the relevant BV Fund's investors will generally make correspondingly later capital contributions, and the relevant BV Fund will bear the expense of interest on such borrowed funds. As a result, though the GP Entities generally anticipate that any borrowing by the BV Funds under a capital call facility will be on a short term basis, the BV Funds' use of borrowed funds will impact the calculation of net performance metrics for the BV Funds and generally make Net IRR calculations for the impacted BV Funds higher than they otherwise would be without fund-level borrowing as these calculations generally depend on the amount and timing of capital contributions. The GP Entities therefore have a conflict of interest in deciding whether to borrow funds because the GP Entities and their affiliates may receive disproportionate benefits from such borrowings in the form of enhanced BV Fund performance metrics.

Valuations

The GP Entities' exercise of discretion in valuing the assets of the BV Funds give rise to conflicts of interest. In addition, under the terms of the relevant partnership agreements, the GP Entities will be entitled to receive distributions in respect of its "carried interest" in certain circumstances if the remaining value of the BV Funds' investments exceeds a certain amount. As a result, the GP Entities have an incentive to value unrealized investments held by the BV Funds, which generally will be privately-held investments that are difficult to value, higher than it might otherwise have in the absence of such provision.

Battery intends to apply its valuation policies and procedures, as in effect from time to time, in determining the valuation of the assets of the BV Funds. Under its valuation policies and procedures, Battery considers and applies a variety of inputs, factors and methodologies in determining valuations in accordance with U.S. generally accepted accounting principles. In addition, annual valuations of portfolio investments are reviewed by the BV Funds' auditors in connection with the preparation of the BV Funds' audited financial statements, and annual and quarterly valuations for the BV Funds are provided to the advisory committees, which have a right to object to such valuations as described in the relevant partnership agreement.

Management Fee Offsets

The GP Entities and other persons associated with Battery will from time to time receive directors' fees, consulting fees, monitoring fees or other remuneration from the BV Funds' portfolio companies for services rendered to such portfolio companies. Subject to the provisions of the relevant partnership agreement, such fees or other remuneration generally will result in a "management fee offset" under such partnership agreement to the extent that such fees or other remuneration are received by the GP Entities or their affiliates and subject to pro ration if multiple BV Funds also have an investment in the applicable portfolio company. However, such "management fee offset" provisions of the partnership agreements generally do not apply directly to fees or other remuneration received from portfolio companies by any person whose primary relationship with Battery is as a "venture partner", "entrepreneur-in-residence", "executive-in-residence", "operating partner", "consultant", "contractor", "adviser" or "senior adviser" or by other persons associated with Battery, unless otherwise determined by the GP Entities in their sole discretion in any instance.

Although Battery typically does not receive monitoring fees from portfolio companies, it may receive such fees because another investor in a portfolio company has negotiated investment terms pursuant to which that and other investors in such portfolio company (including Battery) receive such fees. The terms of monitoring fee arrangements may, under certain circumstances, provide that Battery is entitled to the acceleration of payment of such monitoring fees. Since such arrangements will often have prolonged terms, the financial effect of any such acceleration would likely be substantial, particularly in the event such acceleration occurs early in the life of the relevant BV Fund's investment in the relevant portfolio company. Therefore, the investors entitled to such acceleration of payment (including Battery) may, under certain circumstances, have an incentive to exit such investment and trigger such acceleration before it would otherwise do so.

From time to time employees of Battery may also be asked to serve (or continue to serve) as directors of, or observers or advisors with respect to, certain entities in which the BV Funds have fully exited its ownership interest. Such companies are no longer portfolio companies of the BV Funds and, as a result, any compensation received by such Battery employee after the BV Funds have fully exited its ownership interest is not subject to the "management fee offset" described above, or otherwise shared with the BV Funds or their investors.

Battery Advisers

Battery engages individuals as consultants to serve, as well as employs individuals to serve, as “venture partners,” “executives-in-residence,” “entrepreneurs-in-residence,” “consultants,” “operating partners,” “contractors,” “advisers,” and/or “senior advisers” (as those terms are generally understood in the venture capital and private equity industry) or in a similar capacity (collectively, “Battery Advisers”). Battery Advisers typically are persons who have previously served in executive roles with operating companies or previously founded or led other businesses. Among other functions, Battery Advisers may provide strategic and operational advice to Battery and its personnel, assist in sourcing investment opportunities, assist with due diligence on prospective portfolio company investments, serve on the boards of directors of portfolio companies and otherwise provide services to portfolio companies. A Battery Adviser might also be engaged by Battery with the expectation that such Battery Adviser potentially would become an executive of a future BV Fund portfolio company or potentially would start a company in which a BV Fund might invest.

Battery Advisers may be compensated by portfolio companies to which they provide services. Battery Advisers that are employees of Battery receive a salary from Battery and are not paid by the BV Funds while they are serving as Battery Advisers. Battery Advisers that are not employees of Battery and that provide services related to one or more specific investments and/or portfolio companies of the BV Funds (e.g., assistance with diligence on a particular company) may receive consulting payments from the BV Funds; otherwise, Battery Advisers that are not employees of Battery may receive consulting payments from Battery and are generally not paid by the BV Funds while they are serving as Battery Advisers. If a Battery Adviser becomes a full-time executive of a portfolio company or starts a company in which a BV Fund invests, such person generally would cease to be a Battery Adviser, would cease to be paid by Battery or the BV Funds, as applicable, and would receive compensation and/or equity from the applicable portfolio company. Any such compensation or equity received by a former Battery Adviser from a portfolio company of the BV Funds will not result in a reduction in the management fees payable by the BV Funds or otherwise benefit the BV Funds or their investors.

In addition, from time to time Battery introduces or refers Battery Advisers to portfolio companies that might benefit from the expertise of the Battery Adviser. Use of Battery Advisers by portfolio companies is voluntary and, in some cases, the Battery Adviser and the applicable portfolio company may negotiate a separate compensation arrangement for the Battery Adviser depending on the nature and extent of the services to be provided to such company. Any such compensation received by the Battery Adviser from a portfolio company of the BV Funds will not reduce the management fees payable by the BV Funds or otherwise benefit the BV Funds or their investors, unless otherwise determined by the GP Entities in their discretion in any particular instance.

If a Battery Adviser serves on the board of directors of a BV Fund portfolio company, such Battery Adviser may receive directors’ fees (in cash or equity) for such service, with any such fees generally determined by negotiations between the Battery Adviser and the applicable portfolio company. Any

such fees will not reduce the management fees payable by the BV Funds or otherwise benefit the BV Funds or their investors, unless otherwise determined by the GP Entities in their discretion in any particular instance. Additional conflicts of interest will exist with respect to negotiations of such fees to the extent that BV Funds control the applicable portfolio company or Battery can otherwise influence such negotiations.

Other Consultants

Battery or its affiliates expects to engage, or to cause the BV Funds to engage, other consultants, including consultants provided through “expert networks” to provide services to the BV Funds or their portfolio companies for particular purposes or particular projects, and such consultants would receive fees or other remuneration, and potentially expense reimbursement, from the BV Fund and/or the applicable portfolio companies (rather than from Battery). Such services may include, among others, assisting the GP Entities with research or due diligence with respect to companies in which a BV Fund is considering an investment or has invested, providing technical, financial or other operational services to portfolio companies or serving on the board of directors of portfolio companies, including service in board seats controlled by Battery or the BV Funds or with respect to which Battery or the BV Funds have the right to designate a director. Any compensation or equity received by any such consultant from portfolio companies will not offset the management fees payable by the BV Funds or otherwise benefit the BV Funds or their investors.

Fund Service Providers as Service Providers to Battery or Its Affiliates

Certain service providers to the BV Funds or their portfolio companies (e.g., lawyers, accountants, consultants, lenders, brokers, tax advisors) provide services to Battery or its personnel or affiliates. The terms on which such services are provided to such persons and entities may, in certain circumstances, be more favorable than those on which similar services are provided to the BV Funds or their portfolio companies or other third parties. In other cases, Battery and its personnel and affiliates from time to time benefit from pricing discounts offered by service providers to both the BV Funds (and their portfolio companies) and Battery and its personnel and affiliates (as compared to pricing available to other customers) that may primarily be the result of volume of activity (or expected volume of activity) with such service providers from the BV Funds (and their portfolio companies). This creates a conflict of interest between Battery, on the one hand, and the BV Funds or their portfolio companies, on the other hand, in determining whether to engage or recommend such service providers, including the possibility that Battery will favor the engagement or continued engagement of such persons if it or its personnel or affiliates receive a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the BV Funds or their portfolio companies. However, it is Battery’s policy to select service providers for the BV Funds (and, if requested, to recommend service providers to portfolio companies) that it believes are in the best interests of the BV Funds (or their portfolio companies) based on their merits and not based on the services, or the terms of such services, provided to Battery or its personnel or affiliates. From time to time, Battery reviews its selection of service providers for the BV Funds and the arrangements between the BV Funds and such service providers.

More detailed procedures for resolving specific conflicts of interest are set forth in the offering memorandum and organizational documents of the applicable BV Fund, and certain additional conflicts are disclosed elsewhere in this brochure.

Item 12 – Brokerage Practices

Battery Ventures selects brokers for the BV Funds based on several factors, including, but not limited to, the size and type of transaction, the markets for securities to be purchased or sold, execution, efficiency, settlement capability, financial condition of the broker-dealer, the quality of the broker-dealer's trade execution on a continuing basis, and the reasonableness of brokerage commissions.

Battery Ventures will attempt to achieve the best overall price for the BV Funds, however, the lowest possible commission cost is not necessarily sought as it may not result in the best quality execution of transactions for the benefit of the BV Funds.

A "soft dollar" arrangement is an arrangement whereby an investment adviser directs client brokerage, or pays higher commissions, to a particular broker-dealer in return for research or other services from such broker-dealer. Battery Ventures currently does not have any formal or informal soft dollar arrangements by which it receives research or brokerage products or services. Battery Ventures may, however, receive proprietary research and certain other limited benefits from broker-dealers as an incident of doing business with such broker-dealers, but only where (i) there is no arrangement to direct a specific amount of commission business to such broker-dealers in exchange for such items and (ii) Battery Ventures does not "pay up" for such items in the form of higher commissions on BV Fund trades.

It is Battery Ventures' policy not to enter into directed brokerage arrangements. A "directed brokerage" arrangement is an arrangement whereby a client of an investment adviser instructs the adviser to direct a portion of its brokerage transactions to a particular broker-dealer.

Battery Ventures may aggregate client trades when such aggregation is expected to be in the best interest of all participating BV Funds. This may occur for instance, when the same public security is held by multiple BV Funds.

Item 13 – Review of Accounts

Battery Ventures conducts quarterly portfolio reviews of each active investment across all the BV Funds. With respect to each portfolio company, the review is conducted by members of senior management, the investment professional who is primarily responsible for that portfolio company and other investment professionals who are part of the same practice group. The quarterly portfolio reviews contribute to the quarter-end valuation of each BV Fund's assets.

Investors in the BV Funds receive annual audited financial statements. Battery Ventures also provides quarterly reports to investors in the BV Funds (except the BIP Funds). The quarterly reports provide summary financial and performance information, an overview of the portfolio and

a brief description of each active portfolio company held by the applicable BV Fund. Finally, Battery Ventures holds an annual investor meeting (either in person or virtually) to review each BV Fund's performance and provide further analysis of BV Fund portfolios and the investing environment.

Item 14 – Client Referrals and Other Compensation

Not applicable.

Item 15 – Custody

Each BV Fund will be audited on an annual basis by an independent auditor and audited financial statements will be provided to all investors in each BV Fund within 120 days of such BV Fund's fiscal year end.

Item 16 – Investment Discretion

The GP Entities provide discretionary investment management services to the BV Funds subject to and in accordance with any investment guidelines and restrictions set out in the operating documents of the applicable BV Fund. Battery Management Corp. provides investment advisory services to the BV Funds, pursuant to the advisory agreements between Battery Management Corp., Battery Management LLC, the BV Funds and the GP Entities.

Item 17 – Voting Client Securities

Battery Ventures is an active, engaged investor on behalf of the BV Funds and is often represented on the boards of directors of the portfolio companies. Because of this active role, Battery Ventures typically reviews and votes on public company proxy and private company shareholder consent matters on a case-by-case basis. In furtherance of the foregoing, it is Battery Ventures' policy to (i) stay apprised of developments that affect the portfolio companies, (ii) carefully review matters submitted to the BV Funds for a vote as holders of portfolio company securities, and (iii) vote on those matters on a case-by-case basis in a manner that Battery Ventures believes is in the best interests of the applicable BV Fund. The Battery Ventures investment professional who serves as a board member of the particular portfolio company in question is generally responsible, absent a conflict of interest, for deciding what is in the best interest of the applicable BV Fund when determining how proxies and shareholder consents should be voted based on all the facts and circumstances known at that time. For these purposes, what is in the best interest of a BV Fund is defined primarily with reference to the impact that the issue being voted upon may have on the economic value of the relevant BV Fund's holdings, considering the relevant BV Fund's investment horizon, and all other relevant facts and circumstances at the time of the vote. Battery Ventures believes that this type of an individualized review of a proposed proxy or shareholder consent matter is preferable to the establishment of specific voting guidelines.

In connection with each proxy and shareholder consent, Battery Ventures will identify any potential conflicts of interest and inform and seek the guidance of the Chief Compliance Officer. In instances

where a conflict of interest exists and is not able to be resolved, Battery Ventures may abstain from voting the proxy or shareholder consent.

Note that, although Battery Ventures applies the policy described above to both public company proxies and private company shareholder consents, it treats them differently from a record-keeping perspective. Battery Ventures maintains records regarding the way it (i) administers its Proxy Voting Policy, and (ii) votes public company proxies (but not private company shareholder consents) for the BV Funds. An investor may obtain additional information regarding the Proxy Voting Policy, as well as information regarding how public company proxies were voted on behalf of a BV Fund by sending a request to:

Battery Management Corp.
One Marina Park Drive, 11th Floor
Boston, MA 02210
Attn: Chief Compliance Officer
Fax: 617-948-3601

Item 18 – Financial Information

Not applicable.

Item 19 – Requirements for State-Registered Advisers

Not applicable.