

Item 1. Cover Page

General Catalyst Group Management, LLC

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**Part 2A of Form ADV: Firm Brochure
March 30, 2023**

This brochure provides information about the qualifications and business practices of General Catalyst Group Management, LLC (“GCGM”). If you have any questions about the contents of this brochure, please contact us at 617-234-7000 or ADVinfo@generalcatalyst.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

This brochure, dated as of March 31, 2023, has been prepared in connection with GCGM's annual update to its previously filed brochure, dated March 31, 2022. This annual amendment updates the description of the business practices of GCGM and its affiliates.

Item 3. Table of Contents

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Item 4. Advisory Business

For purposes of this brochure, the “Adviser” means GCGM, together (where the context permits) with those of its affiliates that serve as general partners (or the equivalent) of the Funds (as defined below) and other affiliates that provide advisory services or receive advisory fees from the Funds. Such affiliates may be (but are not necessarily) under common control with GCGM, but possess a substantial identity of personnel and equity owners with GCGM. These affiliates may be formed for tax, regulatory, or other purposes in connection with the organization of the Funds, or may serve as general partners of the Funds. To the extent that a Fund is formed as a limited liability company, references herein to “general partner” with respect to such Fund refer to the manager of such limited liability company. Each general partner and manager is subject to the Investment Advisers Act of 1940, as amended (the “Advisers Act”), pursuant to the Adviser’s registration in accordance with SEC guidance. References to the Adviser include the general partner and managers where the context so requires.

The Adviser provides investment advisory services to investment vehicles (“Funds”) that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”), and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”).

The Adviser provides primarily investment advisory services to Funds that focus on creation investments (“Creation”), early venture investments (“Ignition”) and growth venture investments (“Endurance”), including through the Adviser’s executive-in-residence (“XIR”) program and “Catalyst Advisor” program, each of which is described in Item 8. The Adviser primarily targets investments in information technology companies and also proactively starts new companies (generally referred to as “hatching”) in a broad variety of sectors with technology-driven themes, such as: financial technology; commerce; enterprise software; civic technology; health insurance; and a sector the Adviser refers to as “Health Assurance”, a broad category that includes solutions at the intersection of healthcare and technology as well as innovations designed to help people stay well, bend the cost curve, and make quality care more affordable and more accessible. While the Adviser’s deeply thematic investing for the Funds generally falls into these sectors and other information technology products and services categories, the Adviser also understands and anticipates that commercially significant new technology and other interesting developments will originate in spaces other than information technology. Therefore, the Adviser may also actively seek and pursue high-growth investments and other special opportunities in additional creative areas.

The Adviser also provides investment advisory services to one or more Funds that focus on the purchase of existing account receivables and future rights to prospective accounts receivables from operating companies (“Customer Value”).

In accordance with the Funds’ respective investment objectives, investments are generally made in privately held companies located in the United States; however, the Funds’ investments also include non-U.S.-based privately held companies. The Adviser’s advisory services consist of: investigating, identifying, and evaluating investment opportunities; structuring, negotiating, and making investments on behalf of the Funds; maintaining, managing and monitoring the

performance of such investments; and disposing of such investments. The Adviser or its affiliates may serve as the investment adviser or general partner to the Funds to provide such services.

The Adviser provides investment advisory services to each Fund in accordance with the limited partnership agreement (or analogous organizational document) of such Fund, and to other advisory clients in accordance with an investment management agreement or analogous document (each, an “Advisory Agreement”).

Investment advice is provided directly to the Funds, subject to the discretion and control of the applicable general partner, and not individually to the investors in the Funds (generally referred to herein as “investors” or “limited partners”). Services are provided to the Funds in accordance with the Advisory Agreements with the Funds or organizational documents of the applicable Fund. Investment restrictions for the Funds, if any, are generally established in the limited partnership agreement or other organizational and offering documents of the applicable Fund, Advisory Agreements, and side letter agreements negotiated with investors in the applicable Fund (such documents collectively, a Fund’s “Organizational Documents”).

GCGM is wholly owned by GC Management Partners, LP, which is owned, directly and indirectly, through a variety of affiliated vehicles that are ultimately principally owned by Joel Cutler, David Fialkow, Hemant Taneja, and Ken Chenault. The Adviser has been in business since 1999. As of December 31, 2023, the Adviser manages a total of \$24,802,761,311 of client assets, all of which are managed on a discretionary basis.

Item 5. Fees and Compensation

The Adviser or its affiliates generally receive Advisory Fees and Carried Interest (each as defined below) or similar performance-based remuneration from a Fund. A Fund and its portfolio companies may also make other payments to the Adviser or its affiliates for services provided to the portfolio companies that, in certain circumstances, may reduce the Advisory Fees payable to the Adviser, subject to the provisions of the applicable Fund’s Organizational Documents. Additionally, consistent with the Organizational Documents of a Fund, the Fund typically bears certain out-of-pocket expenses incurred by the Adviser in connection with the services provided to the Fund or the portfolio companies. Further details about certain common fees and expenses are set forth below.

Advisory Fees

As compensation for investment advisory services rendered to the Funds, the Adviser generally receives from each such Fund an advisory fee (each, an “Advisory Fee”) typically calculated based on committed capital, remaining invested capital, or fair market value of the assets of such Fund. Advisory Fees may be reduced during the life of a Fund. Advisory Fees paid by a Fund may also be reduced by other fees or compensation received by the Adviser or its affiliates that relate to such Fund’s activities and investments, or by certain organizational or other expenses borne by such Fund, as described in more detail below. Advisory Fees paid by a Fund are indirectly borne by investors in such Fund.

Advisory Fees vary Fund by Fund, a portion of which may be payable quarterly in advance and a portion of which may be payable quarterly in arrears.

The precise amount of, and the manner and calculation of, the Advisory Fees for each Fund are established by the Adviser and are set forth in such Fund's Advisory Agreement and Organizational Documents received by each investor prior to investment in such Fund. Generally, however, Advisory Fees of certain Funds will be calculated and charged on a basis that generally is not tied to a Fund's then-current net asset value. Certain Funds first charge Advisory Fees based on committed capital and then require an adjustment to the Advisory Fee after the Fund's "Investment Period" that requires the Advisory Fee base to switch from committed capital to the Fund's aggregate cost of remaining investments not yet realized for tax purposes reduced by any Cumulative Net Write Downs. Certain other Funds only charge on the aggregate cost of investment reduced by any Cumulative Net Write Downs. The Cumulative Net Write Down refers to whether the overall value of the portfolio holdings of the Fund has been written down to less than their original purchase price relative to the overall value of the portfolio holdings that have been written up in value, which results in the Advisory Fees base for Funds in the step down being calculated off of the lower of aggregate cost or fair value. Certain other Funds charge Advisory Fees based on the lower of committed capital and aggregate cost of investments not disposed of or fully written down while other Funds charge Advisory Fees based directly on the aggregate costs of investments, without reference to the fair value of the investments.

As a result, the amount of Advisory Fees will not generally correspond with fluctuations in a Fund's net asset value, including following the investment period, and will not be reduced in connection with any write-downs, except in the case of a Cumulative Net Write Down for the Fund (where applicable) or investments permanently written off for tax purposes. Except where the Organizational Documents expressly provide to the contrary, Advisory Fees will not be reduced (in whole or in part) in the case of partial distributions or partial sales of investments or in circumstances where the relevant Fund(s) divest a credit investment in the relevant portfolio company, whether in whole or in part.

In many circumstances, the Advisory Fee base of such post-Stepdown Date Advisory Fees will include capitalized transaction-specific expenses of unrealized investments. Further, Advisory Fees generally will not be reimbursed or refunded under the Organizational Documents in the event of realizations, dispositions or write-downs that occur partway through the relevant calculation period.

The Advisory Fees and other fees and distributions described herein are generally subject to modification, waiver, or reduction by the Adviser in its sole discretion, both voluntarily and on a negotiated basis with selected investors via side letter and other arrangements, which may not be disclosed to other investors in the same Fund. Additionally, certain investors, by virtue of their, or their affiliates', ownership interest in the Adviser, will be entitled to receive a percentage of the Advisory Fees. The compensation structures described herein may be modified from time to time. Fees may differ from one Fund to another, as well as among investors in the same Fund. Funds may pay different Advisory Fee rates and certain Funds do not pay Advisory Fees. The GCGM affiliate serving as the general partner of a Fund typically does not pay Advisory Fees, nor do certain investors, including certain investors affiliated with GCGM.

The Organizational Documents set forth the full list of terms under which Advisory Fees will be reduced, offset, or otherwise be limited, and consequently investors should expect to bear the full specified Advisory Fee rate in the Organizational Documents until they are reduced in the circumstances and on the date(s) specified therein.

With respect to certain Funds, to the extent that directors' fees, consulting fees, or other remuneration from a portfolio company of a Fund (such fees, "Other Fees") are received by the Adviser, such Fund's general partner and certain other affiliated entities, or the managing directors of the Adviser (the "Managing Directors"), in certain circumstances, such Other Fees generally trigger an Advisory Fee offset (pursuant to which the Advisory Fee payable by the Fund would be reduced), subject to the provisions of such Fund's Organizational Documents and subject to pro-ration if another Fund, or in some cases, a Co-Investment Vehicle, (which may include a Fund or Co-Investment Vehicle that does not pay Advisory Fees or Carried Interest) also has an investment in the applicable portfolio company. In the event another Fund or Co-Investment Vehicle does not pay Advisory Fees or Carried Interest, the Adviser shall be permitted to retain any portion of Other Fees applicable to those entities without an offset to any other Fund's Advisory Fees. However, any directors' fees, consulting fees, or other remuneration from a portfolio company of a Customer Value Fund (that is also a portfolio company of one or more other venture-focused Funds) that is received by another venture-focused Fund's general partner, the Adviser or a managing director of another venture-focused Fund that relates to the venture-focused Fund's investment in the company or monitoring of such investment, including fees related to a board seat held by such venture-focused Fund(s), shall not result in any offset to Advisory Fees paid by a Customer Value Fund. For the avoidance of doubt, no Customer Value Fund will have the benefit of receiving an "Advisory Fee offset" for the receipt of any form of fee, compensation or remuneration by the Adviser or any of its affiliates that the Adviser determines, in its sole discretion, is attributable or related to an investment by a venture-focused Fund in a portfolio company. While the Adviser typically has not engaged in such transactions, any Other Fees payable over a period of time may accelerate and become fully payable upon an initial public offering, acquisition or other event with respect to the applicable portfolio company. However, the Advisory Fee offset provisions of the Organizational Documents do not apply to (and therefore the Funds will not necessarily benefit from) fees or other remuneration received from portfolio companies of a Fund by other individuals who hold an interest in the Adviser or its affiliates (including such Fund's general partner) or by other employees of or persons associated with or related to the Adviser. Such Advisory Fee offset provisions will be applicable only to the extent they are paid during the holding period of the relevant Fund, and investors generally will not receive the benefit of Other Fees paid prior to such Fund's acquisition of the relevant investment. Such Advisory Fee offset provisions also do not apply (and therefore a Fund will not benefit from) fees or other remuneration received in cash (or sold or exchanged for cash) by the Adviser, its general partner, certain other affiliated entities or a Managing Director in an amount that exceeds the remaining amount of Advisory Fees payable by such Fund to the Adviser, its general partner or an affiliate thereof. Other Fees may be substantial and may be paid in cash, in securities of portfolio companies or investment vehicles (or rights thereto), or otherwise.

Additionally, the Adviser, certain senior Adviser Personnel (as defined in Item 11), affiliates, or others designated by the Adviser expect from time to time to receive compensation in the form of portfolio company securities. To the extent any such securities are received, after any applicable

offset provisions in the Organizational Documents are applied (typically based on the then-present value of such securities rather than on the ultimate value of the interests as of a future date), the Adviser or such other recipients will be permitted to retain such securities as Other Fees, and in doing so will be subject to potential conflicts of interest in determining whether to sell such securities (subject to restrictions imposed by the portfolio company or the Adviser) or retain such securities for a period consistent with their own financial and investment objectives, which may differ from those of the relevant Fund). In addition, because portfolio company securities typically represent newly issued incentive equity (whether in the form of common stock, warrants, or options to buy common stock, or similar instruments), the receipt of compensation in the form of securities typically has the result of diluting a Fund's relative ownership of the portfolio company awarding such compensation.

From time to time Adviser Personnel, including Managing Directors, may be asked to serve (or continue to serve) as directors of, or observers or advisors with respect to, certain entities in which a Fund has fully exited its ownership interest. Such companies are no longer portfolio companies of such Fund and, as a result, any compensation received by such Adviser Personnel that would have been subject to the Advisory Fee offset provisions described above if such companies were still portfolio companies is not subject to the Advisory Fee offset, or otherwise shared with a Fund or its investors.

Without limiting the generality of the foregoing, XIRs (or other actively involved individuals where the XIR program, or other program with a similar structure has been implemented, including any Catalyst Advisor to the extent such Catalyst Advisor has also assumed a role as an XIR), as further described in Item 8, typically receive fees or other remuneration (including options, restricted stock, profits interests or other securities) from portfolio companies, including Newcos and Identified Companies (each as defined in Item 8), for services rendered to such portfolio companies (including service on the board of directors) or, in certain cases, fees or remuneration will be paid or issued by an Identified Company or other portfolio company to a Newco, which, in turn, may pay compensation and benefits or issue equity/profits interests to an XIR (or other actively involved individual). In addition, XIRs or other third parties occasionally will be designated by a Fund to serve on the board of directors of a portfolio company (in the case of an XIR, a portfolio company in addition to a Newco or an Identified Company and, in certain instances, these portfolio companies could be portfolio companies of other Funds which have not made an investment in the XIR's Newco or Identified Company) and are permitted to receive fees, compensation, equity or other remuneration (e.g., options, restricted stock) from either the portfolio company or the Adviser for such service, including management, monitoring, consulting or similar fees payable over a period of time that may accelerate and become fully payable upon an initial public offering, acquisition or other event with respect to the applicable portfolio company. Any such fees, compensation, equity or other remuneration received by an XIR (or other actively involved individual where the XIR program (including any Catalyst Advisor to the extent such they have also assumed a role as an XIR) or other program with a similar structure has been implemented, including any entities formed for the benefit of such individual to facilitate the provision of their services) or other third party, or by a Newco, do not result in an offset to the Advisory Fee payable by a Fund or otherwise inure to the benefit of the applicable Fund or its investors (except if and to the extent that such fees reduce the need for a Fund to fund the ongoing operating costs of the Newco related to such XIR (or other individual, including, potentially, a

Catalyst Advisor)). Co-Investment Vehicles (as defined herein) and their investors typically do not benefit from Other Fees received from a portfolio company in which such Co-Investment Vehicle has invested (whether through a fee offset, a rebate or otherwise).

Upon termination of an Advisory Agreement, Advisory Fees that have been prepaid are generally returned on a prorated basis.

Expenses

Fund Expenses

To the extent permitted by the Organizational Documents of the Funds, each Fund will bear all fees, costs and expenses relating to it (whether incurred by the Fund, the Adviser or its personnel, or persons not employed by the Adviser) to the extent not borne by its portfolio companies or prospective portfolio companies or other third parties, including, without limitation: expenses attributable to the organization of such Fund, its general partner, and any related parallel fund; liquidation expenses of such Fund; any sales or other taxes (except as provided below); fees or government charges that may be assessed against such Fund; commissions, brokerage fees, finder's fees, or similar charges incurred in connection with the purchase, distribution or sale of securities (including any merger fees payable to third parties and whether or not any such purchase, distribution or sale is consummated); expenses of members of such Fund's advisory committee, including travel and travel-related expenses for such advisory committee's members and Adviser Personnel in connection with meetings of such advisory committee; fees and expenses (including travel and travel-related expenses) for consulting services, including consulting services related to portfolio companies or prospective portfolio companies; fees and expenses (including travel and travel-related expenses) for consulting and professional services incurred by such Fund on behalf and for the benefit of a portfolio company; the costs and expenses (including set-up costs, speaker fees, honoraria, dining, entertainment, events related to or in connection with, and travel and travel-related, and other expenses) of hosting annual or special meetings of such Fund's investors, or otherwise holding meetings or conferences with such Fund's investors, whether individually or in a group, including travel and travel-related expenses of such Fund's investors and Adviser Personnel; all costs and expenses arising out of the incurrence of leverage and indebtedness, including payments of, or in relation to all borrowings, credit facilities or other indebtedness, payments of, or in relation to, any fees, principal or interest on a Fund's borrowing and indebtedness, including the arranging thereof and any other fees or expenses associated with any credit facility for such Fund (including interest and commitment fees and fees and expenses associated with borrowings, guarantees or other credit support or hedging activity) and any and all legal and other costs incurred in connection with establishing, maintaining and unwinding such leverage and indebtedness; indebtedness of, or guarantees made by a Fund, its general partner, the Adviser, any related parallel fund, feeder entity or alternative investment vehicle or any affiliate or subsidiary thereof on behalf of such Fund (including any credit facility, letter of credit or similar credit support), including interest with respect thereto, or seeking to put in place any such indebtedness or guarantee, commissions and brokerage, prime brokerage, custodial, trustee, agent, bank and other bank service fees, financing, commitment, origination and similar fees, loan administration, underwriting (including both commissions and discounts) and expenses and other fees; all reasonable costs and expenses incurred in connection with pursuing, investigating,

structuring, organization, negotiating, consummating, financing, refinancing, diligencing (including any subscriptions to any periodicals, databases, and research services; acquiring, trading, hedging, settling, managing, monitoring, valuing, owning, restructuring, holding, selling, winding up, liquidating, dissolving and otherwise disposing of investments (including any merger fees payable to third parties) or seeking to do any of the foregoing (including any associated legal, financing, commitment, transaction or other costs payable to attorneys, accountants, tax professionals, investment bankers, lenders, expert networks, third-party diligence, software and service providers, consultants and similar professionals in connection therewith); all expenses relating to or in connection with any actual or threatened litigation, investigation, or other proceeding involving or relating to such Fund (whether or not such Fund is a party thereto), including indemnification expenses and the amount of any judgments or settlements paid in connection therewith and matters relating to current, former or prospective portfolio companies; travel and travel-related expenses related to the sourcing or investigation of investment opportunities (whether or not a Fund invests), the monitoring of, or assistance or services provided to, portfolio companies or the disposition (or potential disposition) of portfolio investments; expenses attributable to normal and extraordinary investment banking, financial advising, commercial banking, consulting, accounting, tax, appraisal, valuation, research (including expert networks and third party data sources), legal, custodial, depository (including costs and expenses related to appointments or changes of any depository appointed pursuant to the European Union (“EU”) Alternative Investment Fund Managers Directive (2011/61/EU) and related rules and legislation, including any law, rule or regulation relating to the implementation thereof in any relevant jurisdiction or any similar law, rule or regulation (including any law, rule or regulation resulting from the United Kingdom (“UK”) ceasing to be part of the EU (the “AIFMD”))), transfer, and registration services provided to such Fund, including in each case services with respect to the proposed purchase, sale or distribution of securities by such Fund (whether or not any such purchase, sale or distribution is consummated); other due diligence expenses (including, without limitation, market, technology, financial and intellectual property diligence and background checks) with respect to actual or proposed investments, whether or not consummated; other Dead Deal Costs (as defined below), including in respect of the portion of any non-consummated investment that would have been allocated to one or more Co-Investors irrespective of whether any such Co-Investor had been identified or selected, or had committed to participate in such investment; costs associated with managed distributions of securities; premiums for insurance (including, without limitation, cybersecurity insurance, any fiduciary bonds, representation and warranty insurance, directors and officers insurance, and errors and omissions insurance) to protect such Fund, its general partner, the partners of its general partner, any service provider (including the Adviser), the members of such Fund’s advisory committee and investment committee and any of their respective partners, members, managers, stockholders, officers, directors, employees, or agents in connection with the activities of such Fund, and any other persons serving on the boards of directors (or the equivalent) of portfolio companies of such Fund at the request of the Adviser or such Fund; fees, costs, and expenses in connection with such Fund’s compliance with United States (federal, state or local) or non-U.S. securities and offering laws or regulations (including, without limitation, any organizational and ongoing costs resulting directly or indirectly from marketing such Fund in the EU (including initial and ongoing compliance expenses, costs and fees contemplated by, or related to, the AIFMD (including any filings, notifications, reports or other regulatory requirements contemplated by or arising under the AIFMD))), and the cost of any representative, distribution agent, or payment agent (including any Swiss representative and

paying agent) required in connection with or arising directly or indirectly from marketing or sale of interests in such Fund in non-U.S. jurisdictions); any governmental, regulatory, licensing, filing or registration fees incurred in compliance by the Fund with the rules of any self-regulatory organization or any federal, state or local laws; fees and expenses of third party service providers, including without limitation charges for office space and any travel and accommodation expenses related to non-U.S. entities formed for tax, regulatory, or similar purposes to hold investments by such Fund and, if applicable, co-investors or Co-Investment Vehicles (as defined below) in one or more portfolio companies reasonably necessary or advisable for the maintenance and operation of such entities, or other overhead expenses in connection therewith; fees and expenses associated with the preparation and delivery of such Fund's financial statements, tax returns, K-1s, and all other reports related to such Fund to one or more investors (including through a third party data portal and otherwise), governmental authorities, or self-regulatory organizations with respect to the Fund, fees, costs, and expenses of the "partnership representative" and "designated individual" of the Fund; fees and expenses of third party administrators; costs and expenses related to compliance with the Organizational Documents of such Fund and any side letter agreements (including any "most favored nations" provisions and elections) with investors in such Fund; fees and expenses (including any subscriptions, licenses and usage and other fees and charges incurred in connection therewith) of software and systems related to contact management, research, third party data sources, expert and professional networks, database management, accounting, preparation, delivery and storage of reports and other notices to or communications with investors in such Fund, and current and prospective portfolio company or portfolio investment sourcing, research, valuation, data analytics, monitoring, tracking, storage and aggregation; costs and expenses related to any investment structures, including the formation and maintenance of "alternative investment vehicles" and other intermediate holding entities through which such Fund and, if applicable, co-investors or Co-Investment Vehicles hold securities, including any direct or indirect general partner or equivalent thereof; fees, costs and expenses (including costs and expenses of third party service providers) in connection with such Fund's compliance with United States (federal, state and local) and non-U.S. laws and regulations and the rules of any self-regulatory organization, including with regard to "know-your-customer", anti-money laundering, anti-terrorism, government sanctions, the Foreign Account Tax Compliance Act (i.e., FATCA) and any associated legislation, regulations or guidance, and any other similar legislation, regulations or guidance enacted in any other jurisdiction which seeks to implement similar reporting and withholding tax regimes, and cross-border activity tracking (e.g., TIC and BEA forms), filings with and reporting to securities regulators and exchanges and self-regulatory organizations (including Form PF and filings under Section 13 or Section 16 of the U.S. Securities Exchange Act of 1934, as amended, whether by such Fund, its general partner, the Adviser or direct or indirect employees or beneficial owners of such Fund's general partner or the Adviser resulting from or attributable to, directly or indirectly, investments by such Fund or the acquisition or disposition thereof); fees, costs and expenses related to filings with the Committee on Foreign Investment in the United States ("CFIUS") or other matters related to the United States Defense Production Act of 1950, as amended, including all implementing rules and regulations thereof, or CFIUS in connection with such Fund's investments or proposed investments, regardless of the reason that any such filing is made or other CFIUS matter arises; all costs and expenses incurred in connection with any restructuring of such Fund, including amendments to the Organizational Documents of such Fund and related entities in connection therewith; all costs and expenses associated with environment, social and corporate governance, including engaging any consultants

with respect thereto; any governmental, regulatory, licensing, filing or registration fees incurred in compliance by a Fund with the rules of any self-regulatory organization or any federal, state or local laws; expenses relating to any governmental inquiry or public relations undertaking relating to a Fund; reviewing and responding to any “Freedom of Information Act,” “open records” or similar requests, unreimbursed costs and expenses incurred in connection with any transfer or proposed transfer, fees, costs and expenses related to complying with any law, rule, regulation, policy, directive or special measure in relation to privacy, data protection, know-your-customer, anti-money laundering, sanctions or anti-terrorism considerations, data production and maintenance services and other third-party research expenses, including specific expenses incurred in obtaining systems, research and other information, including information service subscriptions, utilized for portfolio management, valuations, accounting or reporting purposes, including the costs of pricing services, service contracts for quotation equipment and related hardware and software, phone and internet charges; Advisory Fees; costs and expenses as may be consented to by the relevant Fund’s advisory committee; and all other expenses properly chargeable to the activities of such Fund. For purposes of this summary, “travel and travel-related expenses” include, without limitation, commercial and non-commercial transportation costs (including private, chartered or first-class equivalent, first-class or business-class travel and premium car service), accommodations, and meals. For the avoidance of doubt, a more complete list of expenses that can be borne by each specific Fund shall be set forth in such Fund’s Organizational Documents. If there are any inconsistencies between this list and what is set forth in a Fund’s Organizational Documents, such Organizational Documents shall control.

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

Adviser Expenses

The Adviser will bear any expenses that relate to operating the Adviser (e.g., salaries of employees of the Adviser, rent, and certain other overhead costs) that are not borne by the Funds as set forth above or in a Fund’s Organizational Documents. In addition, any excess organizational expenses (i.e., the amount of expenses incurred in connection with the organization of a Fund that exceed a limit specified in such Fund’s Organizational Documents) will be borne by the Adviser (either through Advisory Fee offset or otherwise).

Co-Investor and Co-Investment Vehicle Expenses

The Adviser provides opportunities to co-invest with a Fund to certain third parties, which may include (without limitation) the following: current or prospective investors in the Funds (or persons or entities associated with such investors), strategic investors who can add important business

development relationships or other value to portfolio companies, the Funds, the Adviser, venture capital or private equity and other investment firms (and individual team members from such firms) and individuals or persons from, or affiliated with, the Adviser's ecosystem, including (without limitation), domain experts, founders, entrepreneurs, advisors, current and former portfolio company executives, including Catalyst Advisors and XIRs (or other applicable individuals where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) consultants, affiliated charitable foundations (which have associations with Adviser Personnel), service providers (to the Adviser, the Funds or portfolio companies) and other executives not affiliated with the Adviser or portfolio companies of its Funds and charitable foundations (which have associations with Adviser Personnel) (collectively, "Co-Investors"). In addition, the Adviser has in the past and expects in the future to permit certain Adviser Personnel to co-invest alongside a Fund. Co-investments may be made directly in the applicable portfolio company or companies (including Newcos as defined and discussed in Item 8 below) or through special purpose vehicles or accounts formed by the Adviser or its affiliates for purposes of co-investing and managed or controlled by the Adviser or its affiliates that invest in parallel with one or more Funds or invest directly or indirectly in one or more Funds (such special purpose vehicles or accounts, whether formed to co-invest with one or more Funds and in one or more companies, as the context permits, each, a "Co-Investment Vehicle"). A Co-Investment Vehicle is a type of Fund. With respect to a Co-Investment Vehicle, the other Fund(s) that have invested in the same portfolio company in which a Co-Investment Vehicle has invested or proposes to invest are referred to as the "Main Fund(s)." In certain cases, Co-Investors will be provided the opportunity to invest in a Co-Investment Vehicle on an Advisory Fee-free and Carried Interest-free basis.

In the event that a proposed co-investment opportunity in a new or existing portfolio company of a Main Fund is not consummated but certain costs and expenses have been incurred by such Main Fund in pursuit of such investment opportunity, including (without limitation) legal, financial, travel, and other business diligence costs and expenses relating to the diligence or evaluation of a prospective investment ("Dead Deal Costs"), such Dead Deal Costs generally will be paid solely by such Main Fund and it is expected that any potential Co-Investors or Co-Investment Vehicle will not bear any portion of such Dead Deal Costs.

If a co-investment does close, the portion of unreimbursed transaction expenses incurred by the applicable Main Fund in connection with such investment, unreimbursed expenses incurred by such Main Fund in connection with the ongoing monitoring of its investment in the applicable company and any other unreimbursed expenses incurred by such Main Fund with respect to such investment that are payable by the Co-Investors (if any) will be determined on a case-by-case basis; provided, that, other than in cases where a Co-Investment Vehicle co-invests with a Main Fund, such costs and expenses generally will be paid solely by such Main Fund and it is not expected that any Co-Investors will bear any portion of such costs and expenses. In the case of participation by a Co-Investment Vehicle, unreimbursed transaction expenses in connection with a consummated investment would typically be shared between the applicable Main Fund(s) and such Co-Investment Vehicle pro rata based on the relative amounts invested in the applicable round of financing for such portfolio company, and reasonably anticipated monitoring expenses with respect to the applicable portfolio company (to the extent not reimbursed by such portfolio company) would typically be shared between such Co-Investment Vehicle, on the one hand, and

the Main Fund(s) that have invested in such portfolio company, on the other hand, pro rata based on the aggregate amounts invested in such portfolio company by each as of such time, in each case to the extent practicable. Other than as provided in the preceding sentence, the Adviser has no obligation to cause Co-Investors to bear any expenses incurred by a Main Fund (including common expenses related to the operation or maintenance of such Main Fund, such Co-Investment Vehicle and/or other Funds) or to bear any particular portion of such expenses (and will have no obligation to prorate or otherwise reduce the amount paid by such Fund in respect of any such expenses to take into account the co-investment). In the event a Co-Investment Vehicle co-invests with a Fund in a company that a Fund has previously invested in, there shall be no obligation for the Co-Investment Vehicle to bear any of the transaction, due diligence and monitoring expenses that were borne by such Fund with respect to its earlier investment(s) in the company, as well as any monitoring expenses borne by the Fund between the time of its earlier investment(s) and the later contemplated co-investment. In addition, in the event a Co-Investment Vehicle is formed, the investors in such Co-Investment Vehicle will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of such Co-Investment Vehicle, as well as costs and expenses related to the maintenance and operation of the general partner of such Co-Investment Vehicle. As described above, in certain instances Co-Investors are permitted to invest directly in a portfolio company of a Fund as opposed to through a Co-Investment Vehicle, and in those instances there is no expectation that such Co-Investors shall pay expenses related to such investment or ongoing monitoring expenses associated with such investment even though it is possible they would have been obligated to pay a portion of such expenses had such investment been made through a Co-Investment Vehicle. The general partner of such Fund has sole discretion to determine whether a Co-Investor is permitted to invest directly into a portfolio company or through a Co-Investment Vehicle. As a result, a Fund may ultimately pay more than its pro rata share of expenses related to a portfolio company.

Portfolio Company Expenses

Additionally, a portfolio company from time to time will reimburse the Adviser, a Fund or service providers retained at the Adviser's discretion for expenses (including, without limitation, travel expenses) incurred by the Adviser, a Fund or such service providers in connection with its performance of services for the benefit of such portfolio company. This subjects the Adviser and its affiliates to conflicts of interest because the Funds, in instances where the Funds are not being reimbursed, generally do not have an interest or share in these reimbursements, and the amount of such reimbursements over time is expected to be substantial. The Adviser determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Further, to the extent the Funds bear such costs on behalf of a portfolio company and such expenses are not reimbursed by the portfolio company, the Fund will likely bear the entire portion of such unreimbursed expenses, notwithstanding the participation in such portfolio company by other investors, including Co-Investment Vehicles, who would benefit from such services without bearing their pro rata share of such expenses.

Allocation of Expenses

The Adviser will be required to decide whether certain fees, costs, and expenses should be borne by a Fund, on the one hand, or the Adviser, on the other hand, and whether certain fees, costs, and

expenses should be allocated between or among multiple Funds and other parties. Certain expenses will be incurred that are attributable to multiple Funds (including in connection with portfolio companies in which Funds have overlapping investments and in connection with the general operation or administration of such entities). The allocation of such expenses among such entities raises potential conflicts of interest. The Adviser intends to allocate any common expenses in accordance with the Funds' Organizational Documents or, to the extent not addressed in such Organizational Documents, the Adviser intends to allocate any such common expenses among the Fund(s) (or series thereof, if applicable) in a manner determined by the Adviser in good faith, taking into account such factors that it determines to be relevant for the particular expense; the relative percentage of these expenses that are borne by various stakeholders (including the relevant Fund, any Co-Investors, portfolio company management and other persons) is expected to depend upon the level at which such expenses are charged or incurred. In instances where a Customer Value Fund is invested in the same portfolio company as one or more venture-focused Funds, there will likely be certain expenses that are solely allocated to the applicable venture-focused Funds and not the relevant Customer Value Funds, and vice versa, due to the nature of the expense type being tied to the equity position in the portfolio company, and any such allocation will be determined by the Adviser in its sole discretion, taking into account such factors that it determines to be relevant for the particular expense. Except as described under the heading "Co-Investor and Co-Investment Vehicle Expenses" above with respect to unreimbursed transaction expenses in connection with a co-investment consummated by a Co-Investment Vehicle and unreimbursed monitoring expenses with respect to the applicable portfolio company in which a Co-Investment Vehicle has invested, Co-Investment Vehicles will likely not be required to bear a portion of expenses that are attributable to such Co-Investment Vehicles and certain Main Funds (or series thereof, if applicable), in which case such Main Funds (or series thereof, if applicable) would bear a disproportionate amount of such common expenses. If multiple Funds evaluate a potential investment that is not consummated, the Adviser will allocate Dead Deal Costs in accordance with each Fund's Organizational Documents or, to the extent not addressed in such Organizational Documents, the Adviser generally allocates the applicable Dead Deal Costs among such Funds based on the anticipated investment of each Fund. As discussed above, such Dead Deal Costs typically are not allocated to Co-Investment Vehicles or other Co-Investors and will be paid solely by the applicable Main Fund(s). Moreover, as described in "Co-Investor and Co-Investment Vehicle Expenses" above, there is no expectation that charitable foundations (including those which may have an affiliation with the Adviser) will pay expenses related to investments in a portfolio company, or any ongoing monitoring expenses associated with such investment, and, as a result, any Fund (or series thereof, if applicable) invested in the portfolio company will bear a disproportionate amount of such common expenses (see "Charitable Foundation Grants" below for additional information).

The Adviser has in the past caused, and expects to continue to cause, the Funds (or specific series within a Fund, if applicable) to purchase or bear premiums, fees, costs, and expenses (including any expenses or fees of insurance brokers) for insurance to insure the applicable Funds, their general partners, the Adviser itself and their respective directors, officers, employees, agents, representatives, members of the Funds' advisory committees, and other indemnified parties, against liability in connection with the activities of the Funds. This may include a portion of any premiums, fees, costs, and expenses for one or more "umbrella" or other insurance policies maintained by the Adviser that cover one or more Funds and the Adviser itself (including their

respective directors, officers, employees, agents, representatives, members of advisory committees, and other indemnified parties). The Adviser will make judgments about the allocation of premiums, fees, costs, and expenses for such “umbrella” or other insurance policies among the Funds and the Adviser itself, on a fair and reasonable basis, and, to the extent other facts and circumstances arise or evolve over time, including, without limitation, the evolution of alternative methods or updates to industry or regulatory trends or requirements, may reevaluate allocations should it determine subsequently that other allocations are necessary or advisable. There can be no assurance that a different allocation would not result in a Fund bearing less (or more) premiums, fees, costs and expenses for insurance policies. Co-Investment Vehicles may not bear a portion of such expenses that are allocated to the other Funds even if such Co-Investment Vehicles benefit from the relevant insurance coverage.

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

Carried Interest Payments

Please see Item 6 below regarding “Carried Interest” that Funds may pay.

Brokerage Fees

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

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

With respect to certain Funds, a portion of the profits of each such Fund is distributed to its general partner, if any, as “carried interest” (the “Carried Interest”) generally related to, and based on the investment performance of such Fund. Each general partner of a Fund is a related person of the Adviser. Carried Interest paid by a Fund is indirectly borne by investors in such Fund. Certain Funds and investors in such Funds may incur lower or no Carried Interest. Additionally, certain investors or their affiliates, by virtue of their ownership interest in the general partner of a Fund will be entitled to receive Carried Interest with respect to a Fund. Adviser Personnel generally

invest in the Funds indirectly through the Funds' general partners, and therefore will generally not pay Carried Interest with respect to their indirect investments in the Funds.

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

Item 7. Types of Clients

The Adviser currently provides investment supervisory services to the Funds. Investment advice is provided directly to the Funds (subject to the direction and control of the general partner of each such Fund, if applicable) and not individually to investors in such Fund.

Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in Funds are generally "qualified purchasers" as defined in the 1940 Act, and may include, among others, high net worth individuals (including, from time to time, certain XIRs or Catalyst Advisors), banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships, and limited liability companies or other entities.

The Adviser does not have a minimum size for a Fund, but minimum investment commitments may be established for investors in the Funds. The general partner of each Fund may in its sole discretion permit investments below the minimum amounts set forth in the Organizational Documents of such Fund.

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

Methods of Analysis and Investment Strategies

The Adviser implements a "full-stack" or full investment stage model that seeks to connect and compound the value of investing at the inception of an idea through a company's rapid inflection phase. The Adviser invests with a point-of-view, first identifying a key theme and then creating or identifying companies positioned to capitalize on market dynamics with the potential to achieve exceptional growth. The Adviser targets investments primarily in information technology companies and invests across technology sectors in which the Firm has deep expertise and a history of investing including: enterprise, consumer, healthcare, fintech & crypto and civic. Within each sector, the Adviser focuses its investment approach on themes in which it believes offer potential to redefine or transform industries. The Adviser invests across stages, from inception, to the later stages of a company's lifecycle where the Adviser believes there is high growth at scale.

The Adviser seeks to: (i) identify and help entrepreneurs and executives build companies with the potential to develop breakthrough technologies and products; (ii) establish disruptive business models and transform industries; and (iii) invest in companies at clear inflection points. The Funds' investment strategies generally focus on Creation, Ignition and Endurance investments, and the Adviser has organized its most recent Funds by investment stage and/or sector focus.

The Funds target investments primarily in information technology companies in the consumer and enterprise sectors with a focus on various defined themes and sub-themes within the enterprise, consumer, healthcare, fintech & crypto and civic sectors.

While the Adviser's deeply thematic investing for the Funds generally fall into these and other information technology products and services categories, the Adviser also understands and anticipates that commercially significant new technology and other interesting developments will originate in spaces other than information technology. Therefore, the Adviser also actively seeks and pursues high-growth investments and special opportunities in additional creative areas.

Creation Strategy

The Adviser's Creation strategy generally involves three types of transactions, which include hatch, transformational and venture buyout transactions:

- In executing hatched transactions, the Adviser, on behalf of the Funds, either by itself or with an entrepreneur or an executive (including XIRs and Catalyst Advisors), typically helps create the enterprise, formulates the idea and recruits a starting team. In essence, the Adviser acts as the co-founder of the company – allowing the firm to both guide the path of development of the new company and retain a large share of the equity for the Funds.
- In executing a transformational transaction, the Adviser utilizes an XIR and/or a Catalyst Advisor (or other individual, including those who are involved with a current or prospective portfolio company, as part of the Adviser's Creation, Endurance, Ignition, or other investment strategies, including when the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) to help transform a company at its inflection point. The XIR and/or Catalyst Advisor (or other individual) can provide significant value to the business, such as leadership, management mentoring, and/or helping the company maintain operational discipline and establish a proper organization for the future.
- In executing a venture buyout transaction, the Adviser and an entrepreneur or an executive (which may include XIRs or Catalyst Advisors) will seek to partner with a corporation (or a team of entrepreneurs or executives from a larger enterprise) to spin out incubated internal activity or idea to promote greater innovation and growth as a venture backed company. The Adviser will seek to work with the corporate spin out or team of entrepreneurs or executives to create value for the entire ecosystem of customers, suppliers and employees. A venture buyout can be either an early stage or growth investment.

Through the Creation strategy, the Adviser seeks to create value by pursuing investment opportunities through its thematic insights to determine what the Adviser believes the world needs

and then using its convening power to hatch companies or transform businesses in transactions that the Adviser believes would not happen without the Adviser. The Adviser believes the Creation strategy provides a key advantage by allowing the Adviser to not be constrained by businesses others have already founded or envisioned.

Ignition Strategy

Through “ignition” focused Funds, or the Funds that execute the Adviser’s Ignition investing strategy, the Adviser will focus on investing in an early stage of a company (generally a Seed, Series A or Series B financing) sponsored by entrepreneurs.

Under the Ignition strategy, the Adviser seeks to leverage its brand, network and thematic work to help identify founders and entrepreneurs with compelling business plans and companies in the early stages of their development. The Adviser will generally act as the lead or co-lead investor in an existing enterprise that is in the early stage of proving out a business concept. When a Fund is the lead or co-lead investor, the Adviser often also considers co-investments by Co-Investors. Funds focused on the Ignition strategy make early venture investments at a company’s “seed” stage. One source of “seed” investment opportunities for the Funds is through “Rough Draft Ventures,” a student-focused initiative established by the Adviser that seeks to identify, engage with, and invest in talented entrepreneurs currently attending universities, including both undergraduate and graduate programs. Through the “Rough Draft Ventures” program, the Funds invest in student entrepreneurs at the earliest stages of the new businesses these entrepreneurs are developing.

Endurance Strategy

The Adviser’s Endurance strategy, generally involves initial investments in the Series C or later round of an existing company.

Through Endurance focused Funds, or the Funds that execute the Adviser’s Endurance strategy, the Adviser looks to identify “hypergrowth” businesses that are experiencing rapid user growth or adoption, significant revenue growth or exhibit other key performance indicators that distinguish these companies from other legacy businesses and competitors that may indicate the potential for these companies to become an industry leader or a category-defining, or a category-creating, business. The Adviser will look to invest in these companies, which have typically raised previous rounds of financing, as they seek to sustain or further enhance their rapid growth rate and trajectory.

Additionally, as part of its Endurance strategy, the Adviser seeks to concentrate investment capital in companies that have demonstrated the ability to become what the Adviser considers to be “enduring” companies, or companies that have a large total addressable market, have a proven business model with clear product/market fit, have scaled to achieve significant annual run-rate revenue and can demonstrate a clear path to sustaining a significant compounding annual growth rate for the foreseeable future.

Health Assurance Strategy

Certain Funds also focus on a sector the Adviser calls “Health Assurance,” while other Funds may include Health Assurance as part of their broader investment strategy. “Health Assurance” is a category of consumer-centric, data-driven, cloud-based healthcare designed with the goal of helping people stay healthy, delivering modern consumer health experiences, decreasing the overall healthcare GDP, and are rooted in partnership with existing care providers. As part of its Health Assurance thesis, the Adviser believes successful companies in this category will help to:

- Create a continuum of care that spans the virtual, in-home, and in-office environments;
- Develop unifying platforms for care teams to operate across all vectors of care delivery;
- Increase opportunities for the clinical and non-clinical workforce; and
- Provide equitable access to care for all members of the population.

Customer Value Strategy

The Adviser also provides investment advisory services to one or more Funds that focus on Customer Value strategy.

The Adviser seeks to provide comprehensive institutional solutions to entrepreneurs at scale through its Customer Value strategy. Specifically, this strategy is designed to provide growth-stage companies that have achieved product-market fit with the capital needed to pre-fund customer acquisition costs in order to obtain a share of the return on the customers the company has acquired during that period (a “cohort”). In doing so, the Adviser believes it is able to capitalize on the technology sector’s general shift away from realizing the fulltime value of a customer at the point of sale to receiving such value over an extended period of time by way of subscription-based and membership-like payment models.

As investments within the Customer Value strategy are structured to provide the Adviser exposure to a growth-stage company's ability to scale revenue rather than to its price/valuation volatility, the target companies of a Customer Value Fund are businesses that generally have several years of strong performance with relatively predictable customer adoption, and that can provide the Adviser with detailed transaction level data such that the Adviser can sufficiently analyze cohort performance. When consummating an investment in a target company, the Adviser implements performance thresholds on such company’s customer acquisition cost performance, and the Adviser can determine whether to invest in future cohorts of the company based on these thresholds.

XIR Program

As the Adviser seeks to take full advantage of investment opportunities resulting from the combination of ideas and technologies with the right people, the Adviser in many cases utilizes innovative and flexible deal structures to align incentives and attempt to drive returns. Such deal structures may include structures and compensation and incentive arrangements like the XIR

program, or other structures and compensation and incentive arrangements that the Adviser considers appropriate to achieve this objective under the particular circumstances surrounding the investment. Such alternative deal structures can be implemented for XIRs or other experienced and talented entrepreneurs or former executives who are not XIRs, including “Catalyst Advisors” (which are described below). An individual is permitted to participate in more than one such deal structure and, accordingly, assume the role of an XIR of a NewCo or Identified Company (as defined below) while also being a Catalyst Advisor of the Adviser. In each such event, the individual would be permitted to receive compensation and incentives attributable to the XIR program and the Catalyst Advisor program (and any other similar program that such individual participates in).

Through its XIR program, the Adviser, on behalf of the Funds it advises, seeks to build platform businesses by identifying and investing in entrepreneurs and former senior executives with deep domain and sector-specific expertise who the Adviser believes can leverage their industry knowledge and operational experience by developing a new start-up opportunity or by taking on an active role with a management team to help scale and drive the growth of an existing business. As part of the Adviser’s Creation strategy, the Adviser seeks to identify and invest in talented and proven entrepreneurs and executives whose involvement with a business can be catalytic in helping to drive growth and transformation, accelerating the trajectory, and improving the eventual outcome of a business.

The structure of the XIR program generally consists of the following components and characteristics:

- Develop Theme. The Adviser seeks to identify key themes across target sectors in which the Adviser has deep expertise and history of investing.
- Find XIR. The Adviser seeks to identify talented individuals with deep domain expertise in defined areas and sectors, who have experience operating successful businesses as senior executives and who may have also been founders of the businesses as well. These individuals are often looking to explore a new opportunity either in the form of a new start-up business or by becoming actively involved with an existing business where they can work closely with management teams providing leadership, mentorship, and operational and strategic support.
- Form Newco. A Fund and the XIR form a new company (“Newco”) and a Fund provides seed funding to the Newco, which is used for start-up costs and operating expenses, including compensation, benefits and expenses for the XIR and others working for the Newco.
- Find or Hatch Company. The Adviser’s investment professionals lead a targeted search within a defined sector for a company (or limited number of companies) (“Identified Company”) that may benefit from the XIR’s domain expertise, operational experience, and active involvement with management, and that is of interest to the XIR. In certain instances, in parallel with the search for an Identified Company, the XIR, relying on such individual’s deep domain expertise and operational experience, will assess whether an opportunity exists for a new start-up business in that defined sector. While an XIR is not an Adviser

employee, the XIR collaborates with the Adviser's investment professionals as those Adviser individuals are tasked with helping to source investment opportunities based on a thesis developed with the XIR, which draws upon such individual's operational experience and domain expertise. As part of that collaboration, XIRs attend certain meetings with Adviser investment professionals including meetings with companies, including current and prospective companies of the Funds other than the Fund invested in an XIR Newco, and founders as well as certain Adviser sector team meetings which are focused on particular sectors where the XIR's experience and expertise is of some relevance and interest. This collaboration helps foster the exchange of ideas that can benefit the XIR in developing and pursuing the XIR's thesis and to help focus and educate the Adviser's investment team's understanding of trends and developments within various sectors and industries or as part of the Adviser's investment team's evaluation of potential investment opportunities.

- XIR Assumes Leadership Role at Identified Company. In the event the Adviser approves an investment by the Fund in an Identified Company (which may be made in part through the Newco and in part directly in the Identified Company), the XIR typically takes on an active role with the Identified Company, typically as Chairman or a member of the board and/or as an advisor. In the event the Adviser approves an additional investment by the Fund in the Newco to develop a new start-up business opportunity, the XIR typically leads the development of the new business, hires a team, and manages the operations of the new business conducted by the Newco.
- An XIR's compensation or incentives generally consists of one or more of the following:
 - salary or consulting fees and benefits from the Newco or an Identified Company;
 - equity/profits interest in the Newco entitling the XIR to a portion of the Fund's profits from its investment in the Newco and any Identified Company, generally subject to certain multiples-on-investment being achieved by the Fund;
 - equity grants (including options, restricted stock or other securities) issued to the XIR by an Identified Company or the Newco;
 - co-investment by the XIR in an Identified Company or the Newco; or
 - potential opportunities to co-invest alongside Funds in companies other than the Newco or an Identified Company, including in companies with which other XIRs are involved or which may benefit from the XIR's involvement as an investor.

In some instances, following an investment in an Identified Company, the Newco is permitted to receive management fees or other compensation from the Identified Company that is used to cover some or all of its operating costs, including compensation, benefits, and expenses for the XIR and others working for the Newco largely in the discretion of the XIR (except for compensation levels, which are negotiated with the Adviser). In other instances, after an investment has been made in an Identified Company, the Fund will continue to invest capital into Newco, that is used to cover such operating expenses for the Newco or to invest additional capital into an Identified Company.

Certain employees of a Newco (if any) may also be entitled to compensation, benefits, co-investment rights or other incentives similar to those offered to XIRs (as described above) from the Newco, Identified Company, a Fund, or another portfolio company.

In addition to the items above, XIRs are also permitted to serve as a representative on the board of (or advisor to) other Funds' portfolio companies (separate from their Newco or an Identified Company) while they are searching for, or providing services to, their own Identified Company. In certain instances, these portfolio companies could be portfolio companies of another Fund which have not made an investment in the XIR's Newco or Identified Company. In consideration for taking on such a board role, the XIR is permitted to receive compensation directly from the Adviser as well as participation in the Carried Interest payable by the relevant Fund which has made an investment in such company. In addition, the XIR is permitted to co-invest alongside the Funds with interests in these portfolio companies. The XIR is also permitted to receive compensation and equity (e.g., options, restricted stock) from these portfolio companies in consideration for their board or advisory service and the receipt of any such compensation does not offset against the Advisory Fees paid by the Fund(s) invested in such portfolio company.

There can be no assurance that the amount of compensation paid or incentives given in a particular year will be proportional to the amount of hours worked or the amount or tangible work product generated by the XIR. The use of XIRs is expected to fluctuate and expand over time. In certain cases, including where a Fund does not own a controlling interest in a portfolio company, the portfolio company, its management and/or equity holders potentially will not agree to engage and/or bear the costs of XIRs. In such cases, where the relevant Fund's general partner believes the services of the XIRs will benefit a portfolio company, it is authorized to cause the Fund to bear such costs directly, resulting in the Fund bearing a disproportionate share of those costs vis-à-vis other equity holders of a portfolio company, notwithstanding that other equity holders in that portfolio company will receive the benefit of any returns that result from XIR services.

Catalyst Advisor Program

The Adviser engages certain individuals to become advisors to the firm in various ways. In addition to the XIR program, a common manner in which these individuals become connected with the Adviser is through its Catalyst Advisor program. This program differs from the XIR program in that the Adviser, not one of the Funds or one of the Funds' portfolio companies, initially engages directly with the person so the person can work with the Adviser in a broader variety of ways. From time to time, the Adviser engages an individual in a similar Adviser-level advisory role but not as Catalyst Advisor for a number of reasons, including, but not limited to, a specific area of expertise or a different level of experience.

Catalyst Advisors and other advisors who are engaged by the Adviser (rather than by a Fund or a portfolio company of a Fund) are not employees; however, they are typically more involved in the Adviser's activities and as such they are typically subject to the Adviser's compliance policies, including the Adviser's Code of Ethics and other applicable policies. In certain instances, the XIR program structure and incentives are utilized, in whole or in part, in connection with one or more investments by a Fund where a Catalyst Advisor or other advisors engaged directly by the Adviser may take on a role similar to an XIR with respect to such investments, which may entitle them to

compensation or incentives from the relevant Fund(s) or portfolio companies thereof, including, without limitation, all compensation and incentives described herein with respect to XIRs.

As with XIRs, there can be no assurance that the amount of compensation paid or incentives given in a particular year will be proportional to the amount of hours worked or the amount or written work product generated by a Catalyst Advisor. The use of Catalyst Advisors is expected to fluctuate and expand over time.

Other Investments Leveraging the XIR Program, Catalyst Advisor Program, or Utilizing Other Innovative Deal Structures

As outlined above, as part of the Adviser's strategy of combining exciting and innovative ideas and technologies with the right people, the Adviser will, from time to time, utilize the XIR program structure as a means to pair a person who is an experienced and talented entrepreneur or former executive (e.g., a Catalyst Advisor), but who is not an XIR, with a founder or management team of a current or prospective portfolio company in connection with an investment by a Fund typically focused on the Creation strategy, which may include, without limitation, early venture (i.e., Ignition) and growth venture (i.e., Endurance) investments. Through the Adviser's ecosystem, it has access to a significant number of domain experts, founders, entrepreneurs, and executives, many of whom have highly relevant and sector-specific domain expertise and operational experience. A founder or management team of a prospective or current portfolio company may value or seek to have an individual from the Adviser's ecosystem involved with the company as that individual's expertise and experience may be highly relevant or strategic to the company's business. In these instances, the Adviser will evaluate how such individual's involvement could positively impact the growth and value of the business and may look to structure an investment to align incentives. This could include, among other structures, a structure similar to the XIR program or Catalyst Advisor program structures outlined above, including, without limitation, establishing a Newco in which a Fund may make an investment (with the proceeds of such investment used to pay operating costs of the Newco, including compensation, benefits and expenses for such actively involved individual) as well as issuing equity/profits interests to such individual which may entitle such individual to a portion of the Fund's profits from its investment in the Newco and the current or prospective portfolio company, generally subject to certain multiples-on-investment being achieved by the Fund. In addition, these individuals are permitted to co-invest in the Adviser's portfolio companies.

Co-Investors and Adviser Personnel generally do not make investments in the Newco and as a result the Newco's operating expenses (including, compensation, benefits and expenses of the XIR, the Catalyst Advisor or other individuals where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) would only be funded through investments by the Fund(s) and would not be borne by such Co-Investors or Adviser Personnel, as applicable. In addition, Co-Investors often or Adviser Personnel do not enter into arrangements with the XIR or the Catalyst Advisor (or other individuals where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) entitling the XIR or the Catalyst Advisor (or other individual) to a portion of the Co-Investor's or the Adviser Personnel's profits from its investment in a Newco or Identified Company and in such instances the XIR or the Catalyst Advisor (or other individual) would only be entitled to a portion of the

profits of the Fund's, and not the Co-Investor(s)' or Adviser Personnel's, investment in the portfolio company (including Newcos and Identified Companies).

In the event Co-Investors were to make an investment in a Newco, there is no expectation that such Co-Investors would reimburse or otherwise pay for operating expenses previously incurred by the Newco or by a Fund with respect to such Fund's investment in the Newco or ongoing monitoring of the Newco and, following an investment by a Co-Investor in a Newco, there is no expectation that such Co-Investor would make additional investments in the Newco to cover operating expenses of the Newco (including, without limitation, an XIR's or a Catalyst Advisor's (if applicable) salary, benefits and expenses or other investment or transaction expenses paid or payable by the Newco). With respect to investments in Newcos and Identified Companies, expenses incurred with respect to such Newcos or Identified Companies, including, without limitation, investment expenses and monitoring expenses associated with the investment in the Newco or the Identified Company, will likely be paid directly by such Fund (to the extent permitted by the Fund's Organizational Documents) as opposed to the Newco or Identified Company following an investment by such Fund in the Newco or the Identified Company (including through a Newco). As a result, the Fund that funded the Newco would disproportionately bear the expenses of the Newco both prior to, and after, any Co-Investor investment. To the extent such Fund pays an expense directly (as opposed to investing capital into a Newco to pay such expense), the multiple-on-investment calculation used to determine if a profit share would be payable by a Newco to an XIR and/or a Catalyst Advisor (if applicable) would not take into account the payment of such expense by such Fund.

As described in Item 5 above, XIRs typically receive and Catalyst Advisors (or other actively involved individuals where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) may receive fees or other remuneration from portfolio companies, including Newcos and Identified Companies, for services rendered to such portfolio companies (including service as an advisor or on the board of directors) or, in certain cases, fees or remuneration will be paid or issued by an Identified Company or other portfolio company to a Newco and the Newco may in turn cover compensation and benefits or issue equity/profits interests to an XIR or a Catalyst Advisor, if applicable (or other actively involved individual). In addition, XIRs, Catalyst Advisors, or other third parties occasionally will be designated by a Fund to serve on the board of directors of a portfolio company (in the case of an XIR or a Catalyst Advisor (in certain circumstances), a portfolio company in addition to a Newco or an Identified Company, in certain instances, these portfolio companies could be portfolio companies of other Funds which have not made an investment in the relevant XIR's or Catalyst Advisor's (if applicable) Newco or Identified Company) and are permitted to receive fees, compensation, equity or other remuneration (e.g., options, restricted stock) from either the portfolio company or the Adviser for such service, including management, monitoring, consulting or similar fees payable over a period of time that may accelerate and become fully payable upon an initial public offering, acquisition or other event with respect to the applicable portfolio company. Any such fees, equity or other remuneration received by an XIR or a Catalyst Advisor (or other actively involved individual where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) or other third party, or by a Newco (if applicable), do not result in an offset to the Advisory Fee payable by a Fund or otherwise inure to the benefit of the applicable Fund or its investors (except if and to the extent that such fees reduce the need for a

Fund to fund the ongoing operating costs of the Newco related to such XIR or such Catalyst Advisor (or other individual)). There is no guarantee that the XIR (or the Catalyst Advisor, in certain circumstances) and the Adviser will be successful in identifying and closing on an Identified Company within any particular time frame or at all. If the Newco utilizes all of the initial investment made by a Fund, the Adviser may decide to provide additional investment to continue funding the XIR's or Catalyst Advisor's (if applicable) pursuit of an Identified Company (either through the original Fund that provided the initial investment or successor Fund under the circumstances described below). The Adviser may also decide to not continue funding the XIR's or Catalyst Advisor's (if applicable) pursuit of an Identified Companies, in which case the initial investment the relevant Fund made in the Newco would be written off and not recovered by such Fund.

Following an initial investment in a Newco by a Fund, another Fund may make an initial investment in such Newco (with or without an additional investment in such Newco being made by the Fund that initially invested in the Newco) with proceeds from such investment being used by the Newco to make an investment in an Identified Company or to fund the operating expenses of the Newco as noted above. In such instances where another Fund has an existing investment, the proceeds from such later investing Fund's investment might not be used to fund the operating expenses of the Newco (or might not be used to fund operating expenses previously incurred by the Newco) and, as such, the Funds which have invested in the Newco may pay disproportionate amounts of the operating expenses of the Newco, including compensation, benefits and expenses of an XIR or a Catalyst Advisor, if applicable (or other actively involved individual where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented). Moreover, there is no obligation for the later-investing Fund to make the prior-investing Fund whole for prior investments made into the Newco that were used to fund the operating expenses of the Newco. Additionally, any capital contributions by a later-investing Fund to a Newco which in turn are used to fund investments into an Identified Company would dilute the indirect interest in such Identified Company held through such Newco by any Fund that had previously invested in such Newco.

XIRs, Catalyst Advisors, and other non-Adviser employees as participants in a General Partner

In addition, to attract and incentivize a successful executive or entrepreneur to become an XIR or a Catalyst Advisor (or to attract and incentivize an individual to become involved with a current or prospective portfolio company as part of the Adviser's Creation, Endurance, Ignition, or other investment strategies, including when the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented), such XIR, such Catalyst Advisor, or such other individual is from time to time permitted to participate in the general partner's capital commitment in a Fund and granted an interest in a Fund's general partner, entitling such XIR, such Catalyst Advisor or such other individual to a portion of such general partner's Carried Interest in the Fund, which may include participation in the aggregate Carried Interest payable to the general partner by the Fund, if any, or participation in the Carried Interest payable to the general partner by the Fund, if any, with respect to a sale or disposition of a specific portfolio company. Any such interest in the general partner is in addition to any compensation or equity that such XIR, such Catalyst Advisor or such other individual receives from Newcos, Identified Companies or other portfolio companies of the Funds (if applicable) and will not be subject to any Advisory Fee offset.

For the avoidance of doubt, the Adviser, in its sole discretion, is permitted to allow any non-Adviser employee to participate in a general partner's capital commitment in a Fund and be entitled to a portion of such general partner's Carried Interest in such Fund, and any benefits or amounts received by such non-Adviser employees will not be subject to any Advisory Fee offset. In addition, XIRs, Catalyst Advisors and other persons that are not Adviser employees are permitted to invest in the Funds on an Advisory Fee-free and Carried Interest-free basis, regardless of which Fund made the initial investment in the XIR's or Catalyst Advisor's (if applicable) Newco.

Approach to Seed Investments and Other Investment Structures

As discussed above, part of the Adviser's Ignition investment strategy is to invest in businesses at their nascent stages through its "seed" investment strategy including, without limitation, the "Rough Draft Ventures" program. At its core, the Adviser's seed investment strategy is an opportunity to build relationships with founders and entrepreneurs in the earliest days of their new businesses, to seek to achieve attractive terms and ownership at generally lower investment cost, and to build broader exposure to a greater number of companies, which may lead to future investment opportunities for the Funds.

A Fund has and expects to continue to form a new company ("Seed Investment Entity") which will serve as the entity to hold a number of seed and early stage investments made by a Fund (which may also include additional follow-on investments in such seed companies), including investments made through the "Rough Draft Ventures" program as described above in this Item 8.

In certain instances, these Seed Investment Entities issue equity/profits interests to advisors and other individuals who devote a portion of their time and attention to certain portfolio investments held by the Seed Investment Entities and the Adviser's portfolio investments overall. In connection with follow-on investments in companies held by a Seed Investment Entity, the Funds, are permitted to invest additional capital through existing Seed Investment Entities or newly created entities structured in a manner similar to the the Seed Investment Entities, which are permitted to provide similar equity, profits interests or other incentives to advisors and individuals who may introduce investment opportunities to the Fund or devote a portion of their time and attention to certain portfolio investments held by such entities and the Adviser's portfolio investments overall. These equity incentives may entitle such individuals to a portion of the profits attributable to the Seed Investment Entity's or other similar entity's (and, thus, the applicable Fund's indirect) portfolio investment (and potential follow-on investments) in a specific company that is held by the Seed Investment Entity or other similar entity or the overall profits attributable to all of the Seed Investment Entity's or other similar entity's (and, thus, all of the applicable Fund's indirect) portfolio investments that are held by the Seed Investment Entity or other similar entity), and are not offset against the Advisory Fee even if granted to individuals employed by or affiliated with the Adviser.

The Adviser is also permitted to use a similar structure with respect to non-seed investments where certain investments are pooled together in an entity below a Fund, and such entity issues equity/profits interests to advisors and other individuals who devote a portion of their time and attention to the investments held in such entities. Any such equity and profits interest compensation will not be offset against the Advisory Fee even if granted to individuals employed by or affiliated with the Adviser.

The investments made by Seed Investment Entities are often de minimis investments that have a significant likelihood of being unsuccessful as well as an increased likelihood of a complete loss. Due to the size and nature of these investments, the Adviser will often have very limited, and often less reliable, access to information with respect to such investments (both prior to and after the investment is made). In particular, given the limited information available to the Adviser with respect to such Seed Investments, the Adviser will experience difficulty in fair valuing such Seed Investments, and any such valuations may be unreliable and not truly indicative of the Seed Investments market price. As a result, limited information (including information related to company valuations and performance) with respect to such investments will be reported to investors. When reported to investors, seed investments are generally aggregated and counted as one collective investment for purposes of investment count and reporting. See “Due Diligence” below for additional conflicts regarding seed investments.

For additional details relating to methods of analysis and investment strategies employed by the Adviser, please refer to the Organizational Documents of a Fund. In addition to the investment strategies described above, the Adviser or its affiliates may, from time to time, establish new complementary investment strategies.

Risks

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

In addition, material risks relating to the investment strategies and methods of analysis described above, and to the types of securities typically purchased by or for the Funds, include but are not limited to the following:

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

Operating Risks of Investments. Many of the Funds’ portfolio companies are typically developing or rapidly growing companies in high-growth sectors that entail significant risk. Many such portfolio companies are at an early stage of development with little or no operating history, no established products or services, and a smaller market share or an undeveloped market relative to larger businesses. Such companies generally have less predictable operating results and are often

engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence. Growth-stage companies may not be able to effectively scale or otherwise grow at the rate that was projected in determining the price a Fund paid for an interest in such companies. Many of the Funds' portfolio companies need substantial additional capital (which may not be available or, if available, which could dilute the Funds' ownership) to support additional research and development activities, expansion or to achieve or maintain a competitive position. The Funds' portfolio companies face intense competition, including from companies with greater financial resources, greater brand recognition, more relevant experience, greater willingness to take on risk, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial and technical personnel.

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

In addition, many of the Funds' investments typically represent minority positions in portfolio companies (or positions in which disproportionate voting control (relative to economic ownership) remains with such portfolio companies' founders and/or other investors in such portfolio company), and, although a Fund may have representatives that serve on the boards of directors, such Fund does not typically have the power to exert significant control over such portfolio companies' boards of directors and management and, therefore, will have a limited ability to protect its position in such portfolio companies. While certain rights are generally sought to protect the Funds' interests, these rights often do not permit a Fund to cause a portfolio company to take actions that its general partner believes would maximize the value of such Fund's investment, or refrain from taking actions that its general partner believes would impair the value of such Fund's investments. In such cases, the Funds rely significantly on the existing management and boards of directors of such companies, which many times consist of a small group of unseasoned managers and representatives of other investors with whom such Funds are not affiliated, and whose interests or views may conflict with the interests of such Funds. This is especially true in the case of seed investments and certain growth venture investments (particularly those in companies where there are pre-existing institutional investors) where the applicable Fund may have less active involvement with the management of the portfolio company, no representative on the board of directors, fewer protective provisions (e.g., limited information rights and less (or no) dilution protection) and/or a smaller ownership stake in the portfolio company. To the extent that the management of a portfolio company performs poorly, or if a key manager of a portfolio company terminates employment, a Fund's investment in such portfolio company could be adversely affected.

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

acceptable to such Fund, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals.

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

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

The Adviser reviews many investment opportunities for the Funds that do not result in an investment by any Fund. The Funds and their general partners may 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 such Funds (and with respect to which such Funds or their general partners may have received information), but in which such Funds did not ultimately invest. This may result in costs or other liabilities for the Funds even though the Funds will not benefit from any investment in such company.

Director Liability. The Funds may seek to obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the companies in which they invest. Serving

on the board of directors (or similar governing body) of a portfolio company exposes a Fund's representatives, and ultimately such Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from such Fund's investment activities.

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

Technology Concentration Risk; Equity Investments; and Lack of Diversification. The Funds' investments generally will be concentrated in equity and equity-related securities of information technology companies, particularly in the healthcare, enterprise, consumer, fintech & crypto and civic technology sectors, and the Funds will not be broadly diversified. These companies are generally small and less-seasoned and their equity securities will tend to be more volatile than the overall stock market. As a result, events affecting these 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, increasing government regulation and oversight (some of which may be complex and costly to comply with, or increase barriers to entry), including data protection and patient privacy laws, policy changes at administrative authorities, shifting consumer tastes and preferences, marketing expenses and market penetration by competitors and the inability to attract and retain qualified technical and managerial employees – affect the value of a Fund's portfolio more than they would likely affect a portfolio that was not similarly concentrated.

Equity securities held by a Fund will typically include common and preferred stocks and, in some cases, warrants, rights and equivalents. The value of equity securities of a portfolio company held by a Fund will be adversely affected by actual or perceived negative events relating to such portfolio company, the industry or geographic areas in which such portfolio company operates or

the financial markets generally. However, equity securities are often more susceptible to such events given their subordinate position in the issuer's capital structure.

A Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry may substantially affect its aggregate return. Furthermore, to the extent that the capital raised is less than the targeted amount, such Fund may invest in fewer portfolio companies and thus be less diversified.

As a result of the foregoing, the Funds are subject to more volatility and a greater risk of loss than a more broadly diversified investment fund that focuses on a broader array of industries or security types. In addition, each Fund participates in a limited number of investments and, as a consequence, the aggregate returns of each Fund may be affected by the performance of a single investment. Furthermore, to the extent a Fund becomes concentrated in a particular geographic area or particular sector, the Adviser is permitted to raise other investment vehicles (i.e., future funds or Co-Investment Vehicles) or seek co-investor participation, in each case, in such geographic area or particular sector. Such geographic or sector focused funds are permitted to invest in portfolio companies of the Funds or make investments in companies that may have been suitable for investment by the Funds.

Fund Leverage. The Funds generally are permitted to guarantee obligations, borrow money (including by utilizing a capital call line of credit or other lines of credit) or enter into other financing arrangements for various reasons, including to pay fund expenses and management fees, to make or facilitate new or follow-on investments (including borrowings pending receipt of capital contributions from investors) and to make payments under hedging transactions, subject to the limitations set forth in their respective Organizational Documents.

The Funds are generally permitted to incur leverage on a joint, several, joint and several or cross-collateralized basis with one or more other Funds and entities managed by the Adviser or any of its affiliates, including through Fund subsidiaries and other intermediate entities, and may have a right of contribution, subrogation or reimbursement from or against such entities. It is also possible that certain Co-Investors (including Managing Directors, any roll-over investors and/or third-party Co-Investors) will not share in incurring such leverage and that the relevant Fund will disproportionately bear the risk and/or costs of such leverage arrangements. In addition, to the extent a Fund incurs leverage (or provides such guarantees), such amounts are permitted to be secured by commitments made by such Fund's investors and such investors' contributions may be required to be made directly to the lenders instead of such Fund.

Leverage is generally considered a speculative investment technique and the use thereof magnifies the potential for gain or loss on amounts invested and, therefore, increases the risks associated with investing in a Fund. If the value of a Fund's investments decreases, leveraging would cause such Fund's losses to be greater than they otherwise would have been had such Fund not leveraged. Similarly, any decrease in a Fund's income would cause net income to decline more sharply than it would have had on such Fund absent such borrowing. If an investment appreciates in value and is disposed of prior to repayment, the relevant Fund generally would apply disposition proceeds to repay the borrowing and related interest and expenses, the absence of invested capital funded by investors potentially will result in a distribution of net proceeds without a preferred return accrual on the amount invested. Accordingly, borrowings have the potential to support the distribution of

proceeds to investors and increase the Carried Interest for the relevant general partner, as reduced by the interest incurred by the relevant Fund. Subject to any limitations in the Organizational Documents, this scenario potentially incentivizes the applicable general partner to permanently fund the acquisition and ongoing capital needs of a Fund's investments and related expenses with the proceeds of such borrowings in lieu of drawing down capital contributions on an as-needed basis, and, accordingly, capital contributions to repay such borrowings may be required only at the time of the disposition of an investment (or never, if principal and interest on such borrowings are always repaid out of disposition proceeds).

Certain Funds are permitted to issue senior debt securities to banks, insurance companies and other lenders. Holders of these senior securities will have fixed-dollar claims on the relevant Fund's assets that are superior to the claims of such Fund's investors, and such Fund would expect such lenders to seek recovery against its assets in the event of a default. A Fund's ability to service any debt will depend largely on such Fund's financial performance and will be subject to prevailing economic conditions and competitive pressures. In addition, the investors will bear the burden of any increase in a Fund's expenses as a result of leverage. To the extent that a Fund engages in any leveraging, it will be subject to the risks normally associated with debt financing, including the insufficiency of cash flow to meet principal and interest payments. Leveraging the capital structure will mean that third parties, such as banks, may be entitled to the cash flow generated by such investments prior to such Fund receiving a return. The use of a credit facility by a Fund will also result in interest expenses, fees and other costs to the Fund that may not be covered by interest payments and fees generated by the Fund from its investments.

Any material indebtedness of a Fund could limit the Fund's ability to respond to changing business conditions. Any agreements relating to any leverage that a Fund is permitted to enter into with the Fund's creditors, including indentures, credit agreements and inter-creditor agreements and other agreements will affect the way that the Adviser manages the Fund and the Fund's investments, imposing operating and financial restrictions on the Fund. Therefore, if indebtedness is obtained, no assurance can be given that a Fund will be able to take advantage of favorable conditions or opportunities as a result of covenants under any such indebtedness or that additional debt or equity financing will be available when needed or, if available, will be obtainable on terms that are favorable to the Fund.

The actual use of leverage by a Fund generally depends on a number of factors, including the availability of indebtedness on terms that the applicable general partner deems to be appropriate and such general partner's decision to utilize any such available leverage, among others. There can be no assurance that a Fund will be able to obtain, or will maintain, leverage on favorable terms, leverage that reaches its respective general partner's targets/expectations, or any leverage at all. To the extent that a Fund does not employ long-term leverage (or employs less leverage than originally anticipated), such Fund's investment returns may be lower than those that might have been achieved using long-term leverage.

Portfolio Company Leverage. The Funds' portfolio companies are permitted to borrow without any limitation imposed by the Organizational Documents. In the case of certain investments, this may include borrowing by portfolio companies (or any intermediate entities) as part of the transaction in which a Fund invests in such companies. While leverage presents opportunities to

increase a Fund's total return from its investment in such portfolio companies, it also has the effect of potentially increasing losses. If income and cash flow of such portfolio companies are less than the required interest payment on the borrowings, the value of such portfolio companies, and thus of such Fund's investment, will likely decrease or such Fund could suffer a total loss. Lenders often impose restrictive financial and operating covenants on portfolio companies that are leveraged, in addition to the burden of debt services, and will constrain such Fund's ability to finance future operations and capital needs.

Leverage generally magnifies both a Fund's opportunity for higher returns and its risk of loss from a particular investment, and the magnification of the risk of loss may be substantial.

The cost and availability of leverage is highly dependent on the state of the broader credit markets (which may be impacted by regulatory restrictions and guidelines, among other factors), which state is difficult to accurately forecast. As a result, at times it may be difficult for portfolio companies to obtain or maintain the desired degree of leverage. The availability of leverage also is subject to governmental and regulatory oversight, and certain governmental bodies (including the Federal Reserve, the U.S. Office of the Comptroller of the Currency and the U.S. Federal Deposit Insurance Corporation) may restrict or otherwise discourage lending that results in companies carrying large amounts of debt. In the face of rising inflation, the Federal Reserve has recently raised, and is expected to continue to raise, interest rates, which will have a negative effect on a Fund's ability to effectively obtain and deploy leverage.

The use of leverage by a portfolio company may impose restrictive financial and operating covenants, in addition to the burden of debt service, and will constrain its ability to operate its business as desired or finance future operations and capital needs. Such leverage will increase a portfolio company's exposure to any deterioration in its industry, competitive pressures, an adverse economic environment or rising interest rates. As a result, any decline in the value of a leveraged portfolio company may be accelerated and magnified in a market downturn. These risks generally are expected to increase as interest rates rise, including in circumstances where a portfolio company's creditworthiness is such that it must borrow at higher interest rates than are available to the relevant Fund. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Fund may suffer a partial or total loss of capital invested in such portfolio company, which could adversely affect such Fund's returns. Additionally, in such a situation, lenders would typically have a claim that has priority over any claim by such Fund to the assets of such portfolio company in an insolvency event or proceeding. Should the credit markets be limited or costly at the time such Fund determines that it is desirable to sell all or a portion of a portfolio company, such Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts for such portfolio company. If a portfolio company is unable to obtain favorable financing terms for its investments, refinance its indebtedness or maintain a desired or optimal level of financial leverage, a Fund may hold a larger than expected equity investment in such portfolio company and may realize lower than expected returns from such portfolio company, which would likely adversely affect such Fund's ability to generate attractive returns for such Fund as a whole. Except where otherwise required by the relevant Organizational Documents, a Fund will not be obligated to borrow on behalf of a portfolio company, even in circumstances where the Fund's creditworthiness would permit borrowing at a lower rate than is available to the portfolio company. Moreover, any failure by lenders to provide previously committed financing

could also expose a Fund to potential claims by sellers of prospective portfolio companies that such Fund may have contracted to purchase.

Accordingly, any event that adversely affects the value of an investment by a Fund would be magnified to the extent that a 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 will be available on terms that are favorable to a Fund's investment in the portfolio company. The Funds are permitted to, subject to certain limitations in the Organizational Documents, guarantee the indebtedness of their portfolio companies beyond the amount invested by such Fund. In such case, if a portfolio company's cash flow is insufficient to cover its debt obligations, the guaranteeing Fund may be called upon to fund all or a portion of such portfolio company's debt obligations to satisfy such guarantee. This would reduce the amount of capital such Fund has available for other purposes and could adversely affect returns to the investors in such Fund.

Capital Call Credit Line; other Fund Credit Lines. The Adviser reserves the right for certain Funds to utilize a capital call line of credit or other lines of credit to borrow on a short-term basis to fund investments and to pay expenses and other liabilities, to the extent permitted by such Fund's Organizational Documents. Fund-level borrowing subjects limited partners to certain risks and costs. Conflicts of interest have the potential to arise in that the use of Fund-level borrowing typically delays the need for limited partners to make contributions to a Fund or results in short-term gains to a Fund, which in certain circumstances enhances the relevant Fund's internal rate of return calculations and thereby may be deemed to benefit the marketing efforts of the Adviser and increases the likelihood that any hurdle or preferred return component of a general partner's Carried Interest arrangement will be met. In other circumstances, the use of Fund-level borrowing can increase the base of a Fund's Advisory Fee calculation, such as during periods where Advisory Fees are based in whole or in part on an acquisition cost that includes a borrowing component. The use of Fund-level borrowing arrangements, and the repayment or non-repayment thereof, can also influence the determination of the end of a Fund's investment period, and cause or defer a related change in the basis of the relevant Fund's Advisory Fee calculation under the respective Organizational Documents. The Funds are generally permitted to "batch" together capital calls (including those used to pay interest on a Fund's subscription lines, asset-back facilities and other indebtedness) into larger, less frequent capital calls, with such Fund satisfying its interim capital needs by borrowing money from such credit facility. In addition, the batching of capital calls into larger, less frequent capital calls may amplify the magnitude of potential defaults by investors as a result of there being fewer but larger capital calls. To the extent a subscription facility is due upon demand by a lender, such a demand may be issued at an inopportune time at which liquidity is generally constrained, potentially resulting in greater defaults as a result of liquidity constraints on investors and/or investors facing similar capital calls in multiple funds and being unable to satisfy all such demands simultaneously. Co-Investment Vehicles are less likely to have borrowing capability and will benefit from the use of a Fund's subscription line without compensating such Fund or the investors for such Fund providing any guarantees or related costs, expenses, or liabilities.

Fund-level borrowing involves a number of additional risks and costs. To the extent a Fund uses borrowed funds in advance or in lieu of capital contributions, such Fund's investors (or investors

in a series thereof, if relevant) will generally make correspondingly later capital contributions, and such Fund will bear the expense of interest on such borrowed funds. As a result, though the relevant Fund's general partner generally anticipate that any borrowing by a Fund will be on a short term basis, the Fund's use of borrowed funds will impact the calculation of net performance metrics for the Fund (to the extent that they are based on investor cash flows) and generally make net IRR calculations for the Fund higher than they otherwise would be without fund-level borrowing as these calculations generally depend on the amount and timing of capital contributions. The Fund's general partner therefore has a conflict of interest in deciding whether to borrow funds because the general partner and its affiliates may receive disproportionate benefits from such borrowings in the form of enhanced Fund performance metrics. Moreover, where a Fund borrows in lieu of calling capital to fund the acquisition of an investment, the borrowing generally would be used for all of such Fund's investors (or investors within a particular series thereof, if applicable) on a pro rata basis, including the applicable general partner. A Fund's investors may be obligated to contribute capital on an accelerated basis if a Fund fails to repay the amounts borrowed under a capital call line or experiences an event of default thereunder. In addition, drawing down on a capital call line allows the applicable general partner to fund investments and pay expenses without calling capital, potentially for extended periods of time. Calling a large amount of capital at once to repay the then-current amount outstanding under a capital call line could cause short-term liquidity concerns for investors in the Fund that would not arise had such general partner called smaller amounts of capital incrementally over time as needed by such Fund. This risk would be heightened for an investor with commitments to other funds that employ similar borrowing strategies or with respect to other leveraged assets in its portfolio – a single market event could trigger simultaneous capital calls, requiring the investor to meet the accumulated, larger capital calls at the same time. Moreover, any investor claim against a Fund would likely be subordinate to such Fund's obligations to a capital call line's creditors.

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

A credit agreement or borrowing facility frequently will contain other terms that restrict the activities of a Fund and its investors or impose additional obligations on them. For example, certain lenders or facilities are expected to impose restrictions on the general partner's ability to consent to the transfer of an investor's interest in a Fund or impose concentration or other limits on the Fund's investments, and/or financial or other covenants, that could affect the implementation of a Fund's investment strategy. In addition, in order to secure a capital call line, the general partner is often required to request certain financial information and other documentation from investors to

share with lenders. Such general partner will have significant discretion in negotiating the terms of any capital call line and may agree to terms that are not the most favorable to one or more investors. In certain circumstances, due to separate evaluations of creditworthiness by lenders or facility providers, a portfolio company or other Fund subsidiary is expected to bear higher rates under a borrowing facility than are borne by the Fund, resulting in a potential net benefit to the Fund, or additional potential liquidity constraints or other burdens on the relevant portfolio company or Fund subsidiary. In addition a Fund may have credit facilities and arrangements with multiple lenders or facility providers, and as a result may not always receive the best rates or terms possible with respect to which facility it decides to use, and there is no guarantee that each Fund will have the same access to multiple lenders or facility providers.

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

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

Non-U.S. Investments. Each Fund may invest a percentage of its capital commitments in investments in or related to portfolio companies that are organized or headquartered or have substantial sales or operations outside of the United States and its territories and possessions. Investments in non-U.S. portfolio companies involve certain risks not typically associated with investing in U.S. securities, including but not limited to risks relating to: (i) currency exchange matters (including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which a Fund's non-U.S. investments are denominated (including risks associated with potentially rapid inflation), and costs associated with conversion of investment principal and income from one currency into another); (ii) exposure to fluctuations in interest rates payable with respect to the instruments in which a Fund invests; (iii) differences in conventions relating to documentation, settlement, corporate actions, stakeholder rights and other matters; (iv) differences between U.S. and non-U.S. credit and securities markets, including potential price volatility in and relative illiquidity of some foreign securities markets; (v) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements, and less or more government supervision and regulation; (vi) certain economic, social and political risks (including potential exchange control regulations, restrictions on non-U.S. investment and repatriation of capital, and the risks of political, economic, governmental or social instability (including the risk of sovereign defaults, regulatory change and the possibility of expropriation or confiscatory taxation)); (vii) the possible imposition of non-U.S. taxes on income, gains recognized and gross sales or other proceeds with respect to non-U.S. securities or instruments; (viii) the application of complex U.S. and non-U.S. tax rules to cross-border investments; (ix) possible non-U.S. tax return filing requirements for a Fund and/or its investors; (x) differing and potentially less well-developed or well-tested corporate laws regarding stakeholder rights, creditors' rights (including the rights of secured parties), fiduciary duties and the protection of investors; (xi) differences in the legal and regulatory environment (including enhanced legal and regulatory compliance); (xii) political hostility to investments by foreign investors; (xiii) less publicly available information; (xiv) higher costs that are often associated with such investments (e.g., for local counsel and other local advisors, travel costs), particularly with respect to companies requiring regulatory licenses, approvals, etc., which can significantly increase such costs; and (xv) the greater distance between the portfolio company and Adviser Personnel making it more difficult for the applicable general partner to continue to monitor such company or to be as actively involved with such non-U.S. company as compared to a U.S. company. Consequently, there can be no assurance that a Fund's return on investment will not be adversely affected by an investment in non-U.S. securities or instruments.

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

United Kingdom exit from the European Union. The UK formally left the EU on January 31, 2020 (“Brexit”) and entered a transition period that ended on December 31, 2020. On December 30, 2020, the UK government and the EU Commission signed a trade and cooperation agreement governing their future relationship, which, following a ratification process, is expected to apply on a provisional basis through an additional transition period. However, this agreement does not include an agreement on financial services and, as a result, UK firms in the financial sector have more limited access to the EU market than prior to Brexit and EU firms similarly have more limited access to the UK, owing to the loss of passporting rights under applicable EU and UK legislation. Alternative arrangements and structures may allow for the provision of cross-border marketing and services between the EU and UK, but these are subject to legal uncertainty and the risk that further legislative and regulatory restrictions could be imposed in the future.

As a result of the onshoring of EU legislation in the UK, UK firms are currently subject to many of the same rules and regulations as prior to Brexit. However, the UK government has stated its intention to recast onshored EU legislation as part of UK legislation and regulation, which could result in substantive changes to regulatory requirements in the UK. It remains to be seen to what extent the UK may elect to implement or mirror future changes in the EU regulatory regime, or to diverge from the current EU-influenced regime over time. It is possible that the EU may respond to UK initiatives by restricting third-country access to EU markets. If the regulatory regimes for EU and UK financial services change or diverge further, this could have an adverse impact on any Fund and its investments, including the ability of a Fund to achieve its investment objectives in whole or in part (for example, owing to increased costs and complexity and/or new restrictions in relation to cross-border access between the EU and non-EU jurisdictions). There can be no assurance that any renegotiated laws or regulations will not have an adverse impact on a Fund and its investments, including the ability of a Fund to achieve its investment objectives.

The legal, political and economic uncertainty generally resulting from Brexit may adversely affect both EU- and UK-based businesses, including the Adviser and the Funds’ portfolio companies, as applicable. Brexit has already led to disruptions in trade as businesses attempt to adapt cross-border procedures and rules applicable in the UK and in the EU to their activities, products, customers, and suppliers. Continuing uncertainty and the prospect of further disruption may also result in an economic slowdown and/or a deteriorating business environment in the UK and in one or more EU Member States.

Russia-Ukraine Conflict. The ongoing military conflict between Russia and Ukraine has caused disruption to global financial systems, trade and transport, among other things. The Russia-Ukraine conflict has displaced millions of people, causing an acute refugee crisis in Europe, and has increased the threat of nuclear accidents or attacks, cyberattacks (including attacks against the United States healthcare system and its digital infrastructure) and further regional or global conflicts, among other potentially dire consequences. In response, multiple other countries have put in place global sanctions and other severe restrictions or prohibitions on the activities of individuals and businesses connected to Russia. It is possible that countries could institute broader sanctions or impose other economic and political measures on Russia, which could result in the immediate freeze of Russian securities and/or funds invested in prohibited assets and/or other consequences. Private companies have also implemented restrictions that severely limit, and in some cases, reverse or cancel, business transactions in, or involving certain individuals and/or

businesses connected to or associated with, Russia. Further, some private companies have moved to divest of Russia-based subsidiaries and assets. However, the ultimate impact of the Russia-Ukraine conflict and its effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the Funds or any particular industry, business or investee country and the duration and severity of those effects, is impossible to predict.

The Russia-Ukraine conflict may have a significant adverse impact and result in significant losses to the Funds and their portfolio companies. The extent and duration of the military action, the possibility of the conflict expanding beyond Ukraine and Russia, and resulting sanctions and other economic and political measures and future market disruptions in the region and worldwide could be significant and have severe adverse effects on the region and collateral effects globally, including significant negative impacts on the global economy. This impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities and reductions in the availability of capital. In particular, the portfolio companies of a Fund may suffer significant increases in operating costs (including, among other reasons, as a result of the substantial increase in cyber-attacks launched by state-sponsored actors), reductions in customers or new subscriptions for services, losses from cyberattacks, significant reductions in revenue and growth, increased foreign exchange risk and/or unexpected operational losses and liabilities. The impact may also limit the ability of a Fund to source, diligence and execute new investments and to manage, finance and exit investments in the future. Developing and further governmental actions (military or otherwise) may cause additional disruption and constrain or alter existing financial, legal and regulatory frameworks and systems in ways that are adverse to the investment strategy which any Fund intends to pursue, all of which could adversely affect the Fund's ability to fulfill its investment objectives.

U.S. Foreign Policy Risks. Certain recent developments in U.S. trade policy and diplomatic relations between the U.S. and other nations may have unforeseen and unexpected consequences on the U.S. and global economies. As recent examples, in response to Russia's invasion of Ukraine in early 2022, the U.S., along with several other countries, imposed strict economic sanctions on Russia that could have short-term and long-term impact on various global markets, including commodities, currency, financial, and securities markets. In addition, 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, may continue to escalate, affecting economic and political conditions both domestically and internationally. A central issue in the U.S.-China dispute is the alleged theft and/or misuse of U.S. information technology patents, including trade secrets and related technical information, by Chinese government and corporate actors.

However, on February 14, 2020, both countries signed and implemented the Economic and Trade Agreement between the Government of the United States of America and the Government of the People's Republic of China, (the "U.S.-China Phase One Deal") with each committing to reduce tariffs and China committing to reforms to provide market access and purchase more U.S. goods. Although the increase in positive relations between the countries was limited as the COVID-19 pandemic has once again increased tensions between the U.S. and China. At this time, it remains unclear whether a final trade deal will be struck between the two countries and, if so, the specifics of such deal and its effects on the broader geopolitical environment and global economic stability. Moreover, since the U.S.- China Phase One Deal was implemented, the U.S. has imposed sanctions

and export restrictions on Chinese individuals and entities with ties to the Chinese military and Chinese individuals and entities who have been involved in human rights abuses in Hong Kong and Xinjiang. As the dispute between the U.S. and China continues, the imposition of tariffs on Chinese goods and expansion of export restrictions on Chinese individuals and entities, in particular, could result in market uncertainty and greater supply chain costs, any of which could negatively impact the investment opportunities available to a Fund and could negatively affect the long-term strategy, investment plans, and performance of a Fund and its investments. The Biden Administration has signaled that it intends to review the U.S.-China Phase One Deal.

It is not possible to ascertain the precise impact these events will have on the U.S. and other economies, the global information technology industry, a Fund or its investments from an economic, financial, tax or regulatory perspective, but any such impact could be material and adverse for a Fund and its investments.

Regulated Businesses. Companies in which a Fund invests may be in regulated industries. Changes in regulations applicable to such companies could have a negative impact on their businesses 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 Funds' investment in those companies. The Funds or Adviser Personnel (including any such Adviser 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 Fund's general partner may structure an investment by such Fund 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 Fund, such general partner and their affiliates and personnel (e.g., holding non-voting stock rather than voting stock, keeping such Fund's economic 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 a Fund in portfolio companies that are in regulated industries may require disclosure (to regulators or the public or both) of information regarding the Adviser, such Fund and/or its investors. A Fund's general partner may need to obtain additional information from the investors in such Fund in order to satisfy such disclosure requirements.

Additionally, as a result of any credit- or debt-related investment activities, it is possible that a Fund could be deemed to be engaged in the origination of debt or debt-linked securities for purposes of the applicable laws in jurisdictions in which such activities take place. Such laws are frequently highly complex and may include licensing requirements. Certain federal and local banking and regulatory bodies or agencies in or outside the U.S. may require a Fund, the applicable general partner, the Adviser or certain of the Adviser's employees to obtain licenses or authorizations to engage in many types of lending-like activities. It may take a significant amount of time and expense to obtain such licenses or authorizations and a Fund may be required to bear the cost of obtaining such licenses and authorizations. There can be no assurance that any sought-after licenses or authorizations would be granted or, if granted, whether any such licenses or authorizations would impose additional restrictions on such a Fund. Such licenses may require the disclosure of confidential information about a Fund, such Fund's investors or their respective

affiliates, including financial information or information regarding officers and directors of certain significant investors. A Fund may not be willing or able to comply with these requirements. Alternatively, the Adviser may be compelled to structure certain potential investments in a manner that would not require such licenses and authorizations, although such transactions may be inefficient or otherwise disadvantageous for a Fund or its relevant portfolio company or may not be able to allocate such potential investments until it has obtained such licenses. It cannot be assured that a Fund will maintain or obtain all of the licenses that it will need on a timely basis. Each Fund also is and will be subject to various information and other requirements to maintain and obtain these licenses, and it cannot assure you that it will satisfy those requirements. A Fund's failure to maintain or obtain licenses that it requires, now or in the future, might restrict investment options and have other adverse consequences.

Government Filings. Certain investments by the Funds are expected to require filings with government agencies, including the SEC. 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 Funds are expected to require filings under the Hart–Scott–Rodino Antitrust Improvements Act of 1976 (“HSR”), based in part on the aggregate amount of capital invested by the Funds in a particular company. Other investments may trigger filing obligations with the Committee on Foreign Investment in the United States (“CFIUS”) pursuant to the Foreign Investment Risk Review Modernization Act (as amended and together with any implementing rules and regulations, “FIRRMA”), including investments in certain United States businesses involved with certain “critical technologies” utilized in certain specified industries that involve control of such United States business by foreign persons (within the meaning of FIRRMA) or afford direct or indirect foreign investors with certain information or other rights with respect to such United States business. Given the technology-focused nature of the Funds’ portfolio companies and non-U.S. person participation in certain Funds (which may include Adviser Personnel), one or more investments by a Fund could require such Fund to make a CFIUS filing. Significant CFIUS reform legislation and regulations, which became effective on February 13, 2020, among other things, expanded the scope of CFIUS’ jurisdiction to cover more types of transactions and empowered CFIUS to scrutinize more closely investments in U.S. assets, including investments involving foreign limited partners or co-investors that may be deemed “non-passive.” Outside of the United States, other countries are increasingly taking action to strengthen their foreign investment clearance (“FIC”) regimes. As a result, any investments by a Fund in certain countries outside the U.S. may likewise be subject to review by FIC regimes if the investments are perceived to implicate national security policy priorities.

While the Adviser may take steps (including, but not limited to, placing limitations on investors’ governance rights) to help ensure that a Fund’s investments are not within the jurisdiction of CFIUS and other FIC regulators, CFIUS and other FIC regulatory practices are rapidly evolving, and there can be no assurance that all such Fund’s investments will be exempt from CFIUS and other FIC requirements or that CFIUS and another FIC regulator will not seek to ask questions about a transaction.

Any review and approval of a Fund’s investment by CFIUS and another FIC regulator may have outsized impacts on transaction certainty, timing, feasibility, and cost, among other things.

Moreover, in the event that CFIUS or another FIC regulator reviews one or more of such Fund's investments, there can be no assurances that such Fund will be able to maintain, or proceed with, such investments on terms acceptable to such Fund. CFIUS or another FIC regulator may seek to impose limitations, conditions, or restrictions on, or prohibit, one or more of a Fund's investments. Such limitations, conditions, or restrictions may prevent such Fund from maintaining or pursuing investments or adversely affect the performance of such Fund's investments, and thus such Fund's performance as a whole. Failure to submit required filings may result in significant financial penalties for each transaction party, as well as reputational damage and potential legal restrictions on future investments. In addition, CFIUS is actively pursuing transactions that were not notified to it and may ask questions regarding, or impose restrictions or mitigation on, transactions post-closing. Moreover, CFIUS or other FIC regulatory considerations may limit or restrict the universe of suitable buyers for an investment, thereby constraining a Fund's ability to recognize value from exits and/or making exit transactions more difficult.

Government filings in connection with investments, such as HSR and CFIUS filings, would result in additional costs being incurred by the applicable Funds and may result in delays in closing certain investments. Such filings may also require disclosure of confidential information regarding the Funds and their investments to government agencies. FIRREA may also make it more difficult for portfolio companies of a Fund 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 prospects of certain portfolio companies, and/or such Fund's potential exit opportunities from investments in such portfolio companies. The Adviser may also consider some or all of the aforementioned factors in connection with determining an allocation to one or more Funds which may result in a Fund receiving a smaller allocation or no allocation at all in connection with an investment.

The rules implementing FIRREA recently became final and, in the absence of further guidance, are subject to a number of uncertainties. As a result, the impact of FIRREA on the Funds, if any, is hard to predict.

Freedom of Information and Sunshine Laws. A Fund is permitted to admit certain governmental or other regulated entities, such as state universities and public pension funds, that are subject to "freedom of information," "sunshine," "public records" and similar laws, and, as such, may be required to publicly disclose confidential information regarding such Fund or its portfolio companies, notwithstanding contractual obligations to the contrary. Any such disclosure could have a material adverse effect upon a Fund and/or its portfolio companies, and could expose such Fund, the applicable general partner, the Fund's investors, the Adviser and their respective affiliates and personnel to claims for damages brought by portfolio companies or other persons related thereto.

Tax Liability Considerations. The Adviser may take positions on behalf of a Fund with respect to certain tax issues that depend on legal and other interpretive conclusions. Should any such positions be successfully challenged by a taxing authority, an investor might be found to have a different tax liability for that year than that reported on its tax returns. In addition, a taxing authority's review of a Fund may result in a review of the returns of some or all of such Fund's investors, which examination could result in adjustments to the tax consequences initially reported

by such Fund and affect items not related to a such investors' investment in the Fund. If such adjustments result in an increase in tax liability for any year, a Fund or one or more of such Fund's investors may also be liable for interest and penalties with respect to the amount of underpayment. The legal and accounting costs incurred in connection with any taxing authority's review of a Fund's tax returns will be borne by such Fund. The cost of any audit of an investor's tax return will be borne solely by such investor. The taxation of partnerships and partners is complex.

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

General Economic and Political Conditions. Changes in legal, tax, fiscal, and regulatory regimes are likely to occur during the life of the Funds and such changes may have an adverse effect on the Funds. A Fund may not be permitted to, or be able to, make adjustments in its structure or investment program in order to adapt to such changes. Each Fund's general partner will have the exclusive right and authority (within the limitations set forth in the applicable Organizational Documents) to determine the manner in which the such Fund shall respond to such changes, and investors in such Fund generally will have no right to withdraw from such Fund or to demand specific modifications to such Fund's operations in consequence thereof. Interest rates, inflation, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value and number of investments made by the Funds. Instability in the securities markets generally would affect the value of the Funds' portfolio company investments, as well as the length of time such investments are held. A sustained period of inactivity or low valuations in the public equity markets 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 Funds. Any political unrest, war, acts of terrorism, or other *force majeure* events such as natural disasters, pandemics, and similar events would also increase the risks inherent in the Funds' investments. Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises, virus or disease epidemics or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and

increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of the Funds to execute their strategies. This may slow the rate of future investments and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon investments in which the Funds make. Due to the illiquidity of the Funds' investments, the Funds have limited ability to adapt to any such changes in the economic environment or mitigate any corresponding losses. There has been significant discussion regarding enhanced governmental scrutiny and/or increased regulation of the private equity and venture capital industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on the Funds' activities, including the ability of the Funds to implement operating improvements or otherwise execute their respective investment strategies, or achieve their respective investment objectives.

Financial Market Conditions and Fluctuations. General fluctuations in the market prices of securities and economic conditions generally may reduce the availability of attractive investment opportunities for the Funds and may affect the Funds' ability to make investments and the value of the investments held by the Funds. Instability in the securities markets and economic conditions generally would also increase the risks inherent in the Funds' investments. The ability of portfolio companies to obtain financing for ongoing operations or expansions is also affected by economic and market conditions. For example, a tightening of credit markets or increase in interest rates would potentially impact the growth of portfolio companies. Additionally, capital markets may experience periods of disruption and instability from time to time. During such periods of market disruption and instability, a Fund and other entities in the financial services sector may have limited access, if available, to alternative markets for debt and equity capital. The debt capital that will be available, if at all, may be at a higher cost and on less favorable terms and conditions in the future. Any inability of a Fund to raise capital could have a negative effect on such Fund's business, financial condition and results of operations.

The Funds principally invest in securities of private companies without an active trading market. Traditional exit opportunities for funds such as the Funds have consisted primarily of initial public offerings and acquisitions of portfolio companies by publicly traded companies, often for stock. The ability of the Funds to sell securities and realize investment gains depends, not only on portfolio companies and their historical results and prospects, but also on favorable market and economic 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. In addition, general fluctuations in the market prices of securities will affect the value of the investments held by the Funds and the public markets have experienced greater volatility in recent years. Either the lack of favorable market conditions or a highly volatile market could result in substantially lower liquidation values and/or substantially longer periods before liquidity is achieved and could reduce the IRR achieved by the Funds.

The capital markets have experienced great volatility and financial turmoil. Moreover, governmental measures undertaken in response to such turmoil (whether regulatory or financial in nature) may have a negative effect on market conditions. General fluctuations in the market prices

of securities and economic conditions generally may reduce the availability of attractive investment opportunities for a Fund may have a negative effect on private company valuations and may affect the Fund's ability to make or exit investments on attractive terms. Instability in the securities markets and economic conditions generally (including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates) may also increase the risks inherent in the Funds' investments and could have a negative impact on the performance and/or valuation of the portfolio companies. Each Fund's performance can be affected by deterioration in the capital markets and by market events, such as the onset of the credit crisis in the summer of 2007, or the downgrading of the credit rating of the United States in 2011 or the anticipated raise in interest rates by the U.S. Federal Reserve System (the "Federal Reserve"), which, among other things, can impact the public market comparable earnings multiples used to value privately held portfolio companies and investors' risk-free rate of return. Movements in foreign exchange rates may adversely affect the value of investments in portfolio companies and a Fund's performance. Volatility and illiquidity in the financial sector may have an adverse effect on the ability of a Fund to sell and/or partially dispose of its portfolio company investments. Such adverse effects may include the requirement of a Fund to pay break-up, termination or other fees and expenses in the event a Fund is not able to close a transaction (whether due to the lenders' unwillingness to provide previously committed financing or otherwise) and/or the inability of a Fund to dispose of investments at prices that the Adviser believes reflect the fair value of such investments. In addition, a prolonged period of market illiquidity may cause a Fund to reduce the volume transactions it originates and/or funds and adversely affect the value of such Fund's portfolio investments, which could have a material and adverse effect on such Fund's business, financial condition, results of operations and cash flows. These risks may affect the returns, if any, to such Fund's investors or the ability of the Fund to return any or all of its investors' capital contributions.

With regards to a Fund that is pursuing a credit strategy, negative macroeconomic conditions may adversely affect the credit rating (if any), performance and the realization value of such Fund's investments. It is possible that such Fund's assets will experience higher default rates and lower recovery rates than anticipated and that performance will be materially worse than expected.

Moreover, the bankruptcy or insolvency of a major financial institution may have a material adverse effect on a Fund, particularly if such financial institution is the administrative agent of an investment or is otherwise the counterparty to a contract with such Fund (including a hedging-related contract). In addition, the bankruptcy, insolvency or financial distress of one or more additional financial institutions, or one or more sovereigns, could trigger additional disruptions in the global credit markets or the global economy which could have a material adverse effect on a Fund and its investments. The impact of market and other various economic events may also affect a Fund's ability to raise funding to support its investment objective.

Financial Institution Risk; Distress Events. An investment in a Fund is subject to the risk that one of the banks, brokers, counterparties, clearinghouses, exchanges, lenders or other custodians (each, a "Financial Institution") of some or all of the Fund's (or any portfolio company's) assets fails to timely perform or otherwise defaults on its obligations or experiences insolvency, closure, seizure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud,

malfeasance, poor performance, undercapitalization, market forces or accounting irregularities. If a Financial Institution experiences a Distress Event, the Adviser, any general partner, the Funds and/or any of the portfolio companies may be unable to access deposits, borrowing facilities or other services, either permanently or for an indeterminate period of time. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation, in the case of banks, and the Securities Investor Protection Corporation, in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose potentially increased risk of loss. While in recent years governmental intervention has often resulted in additional protections for depositors and counterparties in connection with Distress Events, there can be no assurance that any intervention will occur, be successful or avoid the risks of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of the Adviser to manage the Funds and their investments, and on the ability of the Adviser, any Fund or any portfolio company to maintain operations, which in each case could result in operational burdens, significant losses and unconsummated investment acquisitions and dispositions. Such losses could include: a loss of funds; an obligation to pay fees and expenses in the event a Fund is unable to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of the Fund to access capital contributions or otherwise); the inability of the Fund to acquire or dispose of investments, including at prices that the relevant general partner believes reflect the fair value of such investments; and/or the inability of the Adviser or portfolio companies to make payroll, fulfill obligations and/or maintain operations. If a Distress Event leads to a loss of access to a Financial Institution's services, it is also possible that the Adviser will experience operational burdens and expenses, and a Fund or a portfolio company will incur additional expenses and/or delays in putting in place alternative arrangements and/or that such alternative arrangements will be less favorable than those formerly in place (with respect to economic terms, service levels, access to capital or otherwise). There can be no assurance that the Adviser will be able to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, or that such remedies will be successful or avoid losses, delays or other negative impacts. The Funds and their portfolio companies are subject to additional risks in the event a Financial Institution utilized by investors of a Fund or suppliers, vendors, service providers or other counterparties of a portfolio company become subject to Distress Events, which could have a material adverse effect on a Fund, its investors or such portfolio companies, including the risk of investor defaults.

Many Financial Institutions require, as a condition to using their services (including lending services), that the Adviser and/or the relevant Fund maintain all or a set amount or percentage of their respective accounts or assets with the Financial Institution, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although the Adviser seeks to do business with Financial Institutions that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds, the Adviser is under no obligation to use a minimum number of Financial Institutions with respect to any Fund, or to maintain account balances at or below the relevant insured amounts.

Changes in Interest Rates. General interest rate fluctuations and changes in credit spreads on floating rate loans may have a substantial negative impact on a Fund's investments and investment opportunities to the extent a Fund borrows money to make investments and, accordingly, may have a material adverse effect on a Fund's rate of return on invested capital, net investment income and net asset value. To the extent a Fund borrows money to make investments, a Fund's net investment income depends, in part, upon the difference between the rate at which a Fund borrow funds and the rate at which such Fund invest those funds. As a result, a Fund can offer no assurance that a significant change in market interest rates will not have a material adverse effect on the Fund's net investment income to the extent such Fund uses debt to finance its investments. In periods of rising interest rates, a Fund's cost of funds would increase, which could reduce a Fund's net investment income to the extent this increased cost is not offset by an increase in investment income.

Economic Recessions and Downturns. The portfolio companies in which a Fund may invest may be susceptible to economic slowdowns or recessions. Therefore, a Fund's non-performing assets may increase, and the value of such Fund's portfolio may decrease during these periods as such Fund is required to record its investments at their current fair value. Adverse economic conditions also may decrease the value of a Fund's investments. Economic slowdowns or recessions could lead to financial losses in a Fund's portfolio and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase a Fund's and its portfolio companies' funding costs, limit a Fund's and its portfolio companies' access to the capital markets, or result in a decision by lenders not to extend credit to a Fund or its portfolio companies. These events could prevent a Fund from increasing investments and harm such Fund's operating results. No assurance can be given that favorable conditions, trends or opportunities will arise or continue, as applicable, or that investments can be acquired or disposed of at favorable prices or that the market for investments will either remain stable or, as applicable, grow or improve, since this will depend upon events and factors outside the control of the Adviser. These factors may affect the level and volatility of market prices and the liquidity of the investments, which could impair a Fund's profitability or result in losses.

A Fund's portfolio company's failure to satisfy financial or operating covenants imposed by such Fund or lenders could lead to defaults and, potentially, foreclosure on its secured assets, which could trigger cross-defaults under other agreements and jeopardize such portfolio company's ability to meet its obligations. Such Fund may incur additional expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting portfolio company. In addition, if one or more of a Fund's portfolio companies were to go bankrupt, depending on the facts and circumstances, including the extent to which such Fund will actually provide significant managerial assistance to those portfolio companies, a bankruptcy court might subordinate all or a portion of such Fund's claim to that of other creditors.

Data Privacy and Protection. The adoption, interpretation and application of consumer protection, data protection and/or privacy laws and regulations ("Privacy Laws") in the United States, Europe and elsewhere could significantly impact current and planned privacy and information security related practices, the collection, use, sharing, retention and safeguarding of personal data and current and planned business activities of the Adviser, the Funds and/or their portfolio companies, and increase compliance costs and require the dedication of additional time and resources to compliance for such entities. A failure to comply with such Privacy Laws by any

such entity or their service providers could result in fines, sanctions or other penalties, which could materially and adversely affect the results of operations and overall business, as well as have a negative impact on reputation and Fund performance. As Privacy Laws are implemented, interpreted and applied, compliance costs for the Adviser, the Funds and/or their portfolio companies, are likely to increase, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

Certain jurisdictions, including U.S. states, have proposed, adopted or are considering similar Privacy Laws, which if enacted could impose significant costs, potential liabilities and operational and legal obligations. Such Privacy Laws and regulations are expected to vary from jurisdiction to jurisdiction, thus increasing costs, operational and legal burdens, and the potential for significant liability for regulated entities, which could include the Adviser, the Funds and/or their portfolio companies.

Government Plan Partners. The Adviser expects to be required to make certain representations and covenants with respect to campaign contributions, use of placement agents or similar activities in connection with an investment in the Funds by certain investors such as state or local entities, including investments by public retirement plans. Each Fund's Organizational Documents and side letters are expected to provide certain of the investors of such Fund with certain rights related to such matters (including, without limitation, certain excuse from capital calls and withdrawal rights) that are not available to other investors of such Fund and which may, under certain circumstances, be contrary to the best interests of such Fund. In addition, securities laws or other applicable laws or policies related to such matters may provide such investors certain excuses from capital calls and/or withdrawal rights from the applicable Fund or preclude the Adviser from receiving compensation in respect of such investors in certain circumstances.

Difficulty in Valuing Portfolio Investments; In-Kind Distribution. There is no readily available market for most of the Funds' investments and hence, most of the Funds' investments will be difficult to value. When estimating fair value in accordance with the Adviser's valuation policies and procedures, which may be amended from time to time in the Adviser's discretion, the applicable general partner will apply a methodology that it determines to be appropriate based on its reasonable judgment in light of the nature, facts and circumstances of the investments. Valuations are subject to multiple levels of review for approval and seeking to fairly value portfolio investments is an important focus of the Adviser. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values determined by the Adviser are likely to differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities may ultimately be sold. The exercise of discretion in valuation by the Adviser gives rise to conflicts of interest, including in connection with determining the amount and timing of distributions of Carried Interest and the calculation of Advisory Fees when tied to the fair value of the applicable Fund or related to deciding whether or when to permanently write off an investment (see "Valuations" below and "Advisory Fees" above for additional information). Third-party pricing information regarding the Funds' investments generally will not be available.

Certain of the Funds' investments will likely be distributed in-kind to the investors in the Funds and any such distribution could put downward pressure on the price of the issuer's securities. The

valuation of securities distributed in-kind for purposes of making allocations and distributions among the partners of a Fund (including for purposes of determining the Carried Interest of the general partner of such Fund) is established under the provisions of the applicable Organizational Documents and will not be adjusted to reflect actual sale prices obtained by the investors in such Fund. The actual sales prices obtained by investors (or by certain investors) in a Fund may be lower than the applicable distribution valuation.

Under the Organizational Documents for the Funds such securities may be valued for purposes of the applicable Organizational Documents (including for the purposes of calculating any Carried Interest distributable to the applicable general partner in connection with such distribution in kind) higher than the market value of such securities at such time as they are actually distributed to investors of such Fund. In addition, in-kind distributions could consist of securities for which there is no readily available public market, which would cause the applicable investors to incur costs and delays in converting such assets to cash.

Subject to relevant Organizational Documents, the Adviser, in its discretion, can apply a “first-in first-out” method of allocating securities that are sold or distributed to securities received in earlier rounds of financing which may imply a lower cost basis. There are potential tax advantages which present a conflict as some of those tax advantages may be more applicable to the general partners (or members thereof) than certain investors. Further, as a result of allocations of sold or distributed securities to early investments, a Fund’s remaining investments will have a higher cost basis which can have the effect of impacting Advisory Fee calculations based on the aggregate cost of portfolio investments.

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

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

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

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

Uncertain Exit Strategies and Timing. Due to the illiquid nature of the investments made by the Funds, the Adviser is unable to predict with confidence what the exit strategy will ultimately be for any given portfolio investment, or that an exit will definitely be available at an attractive price, or at all. Exit strategies that appear to be viable or profitable when an investment is initiated may be precluded or unprofitable by the time the investment is ready to be realized due to market, economic, legal, political, social or other factors, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in law (including laws relating to taxation of an interest in a Fund and/or a Fund's investments), trade barriers, currency exchange controls,

and national and international political circumstances (including wars, terrorist acts or security operations).

Exit timing for a portfolio company of a Fund may also be impacted by additional financing rounds for such portfolio company in which another Fund or other existing or new investors participate. For example, a large additional financing round for a portfolio company of a Fund, which may include participation by another Fund, may enable such 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 the Fund that had the existing investment in such company. This may also include, among other things, scenarios where financing is provided by a Customer Value Fund to a then-current portfolio company of a venture-focused Fund, which could delay the time in which the venture-focused Fund exits its investment in the portfolio company. See “Overlapping Investments among Clients” below. These transactions create potential conflicts of interest that may need to be addressed depending on the particular circumstances but are expected to be permitted pursuant to the Funds’ Organizational Documents and generally will not require consent from either the advisory committee or investors of the applicable Funds. While the additional time for the portfolio company to have an exit event enables certain Funds to potentially capitalize on further increases in the company’s value with respect to its investment in such company, the additional financing round potentially defers the timing of what might have otherwise been an exit opportunity for other Funds, as applicable (with no assurance that an exit event will occur later).

Availability of Investment Capital. Portfolio company investments often require several rounds of capital infusions before the portfolio company reaches maturity. If a Fund does not have funds available to participate in subsequent rounds of financing, that shortfall may have a significant negative impact on both the portfolio company and the value of such Fund’s earlier investment. Although the Funds intend to maintain reserves to allow them to participate in follow-on rounds of financings, the Funds do not intend to provide all necessary follow-on financing that a portfolio company requires. A Fund’s capital is limited and may not be adequate to protect such Fund from dilution in multiple rounds of portfolio company 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 the Funds. A Fund’s portfolio companies may not successfully find follow-on financing sources after an investment by such Fund. As a result, the expected return from such Fund’s investment may be adversely impacted. Financing from a Co-Investor or third-party sources may also dilute one or more Funds’ ownership in a particular company.

In addition to dilution as a result of a Co-Investor’s or third party’s financing of a portfolio company, a Fund’s ownership in the portfolio company is permitted to be diluted, or such Fund’s rights and preferences with respect to that company may be adversely affected, by an investment in that portfolio company by another Fund or financing provided by a Customer Value Fund.

Investments in Public Companies. Some of the Funds’ portfolio companies are expected to become public companies following an initial public offering. Other portfolio companies may be acquired by publicly traded companies in exchange for consideration consisting in whole or in part of securities of such publicly traded companies. In addition, a Fund may invest a portion of its

aggregate capital commitments in publicly traded securities acquired in the open market. Investments in public companies subject the Funds that make such investments to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies from quarter to quarter, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times (including due to the possession by such Fund or the Adviser of material non-public information or trading restrictions (due to regulation or otherwise) applicable to representatives of the Adviser serving on the board of directors and, by extension, such Fund), increased likelihood of shareholder litigation against such companies' board members (which may include representatives of the Adviser), regulatory action by the SEC, insider trading allegations against such companies' board members and increased costs associated with each of the aforementioned risks. The Funds are permitted to make private investments in public equity ("PIPEs") or private financing of publicly held companies. PIPE transactions may involve the sale of equity-like securities of an already public company. In a PIPE transaction, a Fund may bear the price risk from the time of pricing until the time of closing. In addition, such Fund may need to commit to purchase a specified number of securities at a fixed price, with the closing subject to various conditions. Further, since such Fund may take large ownership positions as part of PIPE transactions, even after the securities are saleable, it may take a significant period of time for such securities to be sold or distributed in an orderly manner, during which time profit could have otherwise been realized or loss avoided, and in some cases such Fund may be prohibited by applicable securities laws or by contract from selling such public company securities for a period of time. In addition, such Fund's sales of thinly traded securities could depress the market value of such securities. These circumstances or events could reduce such Fund's returns. Disposition of such Fund's public company investments may result in distributions in kind to investors.

Additional Financing for Portfolio Companies. Certain Fund's portfolio companies will often need equity financing or debt from other parties to satisfy their continuing working capital and other cash requirements. Each round of venture financing is typically intended to provide a company with only enough capital to reach the next stage of development. A Fund cannot predict the circumstances or market conditions under which its portfolio companies will seek additional capital. Some of these companies may be unable to obtain sufficient financing from private investors, public capital markets or traditional lenders. This may have a significant negative impact if the companies are unable to obtain certain federal, state or foreign agency approval for their products or the marketing thereof, if regulatory review processes extend longer than anticipated, and the companies need continued funding for their operations during these times. Accordingly, investments like Customer Value in these companies may entail a higher risk of loss than would financing companies that are able to utilize traditional credit sources more easily.

Due Diligence Process and Investment Execution. The investment personnel of the Adviser manage the due diligence and/or corporate underwriting process for investment opportunities. Due diligence and/or corporate underwriting may involve, among other things, visits to the offices of a prospective portfolio company, meetings with its management, industry research, investigations relating to the reputation of the company and the management (including identification of any additional managerial resource requirements), reference calls, meetings with partners and customers, and discussions with independent consultants, as well as entrepreneurs and executives

from past or existing portfolio companies (including XIRs and Catalyst Advisors). The investment personnel of the Adviser also manage the corporate underwriting process for certain Funds, which may involve, among other things, understanding the customer acquisition data, cash flows, existing debt terms, maturity and financial covenants of a prospective portfolio company and a comprehensive return analysis. In certain circumstances, Adviser Personnel focused on venture investing may assist the Customer Value team in due diligence through such Adviser Personnel's relationship with a prospective portfolio company (or vice versa), including as a board member or otherwise. The Adviser often will leverage its network of domain experts, founders, entrepreneurs, portfolio company executives (including XIRs and Catalyst Advisors), managers and business relationships to improve the quality of and cut the cycle time for both due diligence and business development. Such individuals providing the aforementioned diligence support are often not separately compensated by the Adviser or the Fund that is considering a new or follow-on investment. Some of these individuals may receive compensation as executives (including XIRs and Catalyst Advisors), employees, consultants or advisors to portfolio companies (including Newcos) of a Fund but may, from time to time, provide such support or services to current or prospective portfolio companies of other Funds or to the Adviser to assist with diligencing an investment opportunity for another Fund without receiving compensation from such Fund or the Adviser for such time or service. In some instances, such individuals may be reimbursed for out of pocket expenses incurred in connection with such services and reimbursement may come from the Adviser or the Funds to the extent the expense may be reimbursed by a Fund as provided in such Fund's Organizational Documents.

Truncated Due Diligence for Certain Investments. While the Adviser generally conducts due diligence for each of the investments related to Customer Value opportunities, the Adviser will rely upon information provided to it by prospective portfolio companies, including, but not limited to, such company's profit and loss statements, balance sheets, and cash-flow statements.

To the extent that any of this information is incomplete or inaccurate, it may adversely affect the Adviser's ability to accurately price or value one or more proposed investments. It may also adversely affect the ability of a Fund to perfect or effectuate a lien, and, under certain circumstances, may cause payments made to a Fund to be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment. In addition, the Adviser relies upon certain third-party providers to import data from certain Funds' portfolio companies into the Adviser's machine learning engine. If there are any integrity issues related to such third-party provider's systems, it may result in the Adviser not receiving accurate data, which could have a material adverse effect on the Adviser's ability to accurately price risk when making investments. The Adviser will utilize machine learning models that are highly technical and complex, and manage large amounts of data from disparate sources. While the Adviser intends to regularly test these systems, the related software in these models may contain bugs, undetected errors or other vulnerabilities. Any bugs, errors or other vulnerabilities that are not identified and remedied could result in an inaccurate estimation of risk, pricing and performance monitoring, any of which could have a material adverse effect on a Fund's business, financial condition and results of operations. In addition, the Adviser's machine learning models may make certain assumptions that may not always prove to be correct. For example, a common assumption is that historical performance and variance of a cohort of a company's customers is indicative of their future performance but there is no guaranty that this will be the case. Although

the Adviser utilizes sophisticated algorithms and takes other measures to verify its models, predictions and other matters, in certain cases the Adviser may fail to accurately estimate the risk that a Fund is undertaking in connection with one or more proposed investments, which could have a material adverse effect on the Fund's business, financial condition and results of operations.

In addition, there are instances where the due diligence process may be truncated and expedited. For example, a portion of the assets of certain Funds will be invested in seed investments in recently formed businesses, including investments through the Adviser's "Rough Draft Ventures" program. There are often several factors which necessitate an accelerated timeline to close a seed investment, including (without limitation): (i) the investing Fund may be one of several co-investors making an investment as opposed to its more traditional single lead or co-lead investor role; (ii) there may be increased competition from other co-investors associated with closing the investment on a shortened timeline; and (iii) the Adviser may desire to seek to accommodate the requests of founders and the capital needs of a start-up business which often requires capital in a timely manner. Because of such factors, and because an initial seed investment generally is much smaller than a traditional Series A investment, a full due diligence review process is neither practical nor warranted in connection with a seed investment. In these situations, the Adviser generally will truncate and expedite its typical diligence and investment process. If a company in which a seed investment was made, including seed investments through the "Rough Draft Ventures" program, later becomes a candidate for a Fund to participate in a future investment opportunity, the Adviser generally will seek to subject the company to additional due diligence and review at that time.

As with seed investments, certain other early venture (i.e., Ignition) and certain growth venture (i.e., Endurance) investments may sometimes involve a truncated and expedited investment process compared to the Adviser's typical process. Among other reasons for deviation from the normal process for certain early venture and growth venture investments, the Fund(s) may be one of several co-investors (another one of which may be leading the investment round) and/or there may be increased competition from other co-investors associated with closing the investment on a shortened timeline.

Portfolio Company Payment Risk. Certain Funds' focusing on Customer Value receipt of proceeds with respect to their portfolio company investments are contingent upon such portfolio companies' ability to bill and collect accounts receivable in an efficient and effective manner. The failure of a Fund portfolio company to timely collect and remit to the Fund proceeds attributable to such portfolio company's accounts receivable may have a material adverse effect on a Fund's investment in such portfolio company.

Portfolio Company Customer Churn. Certain Funds focusing on Customer Value will make investments related to a portfolio company's receivables in part based upon such portfolio company's ongoing customer relationships and such portfolio company's products and services. If a Fund portfolio company is unable to retain its customers it may have a material adverse effect on the Fund's investment in such portfolio company. There are a number of factors that could impact a customer decision to cease purchasing products and services from a Fund portfolio company, including, but not limited to: such portfolio company's failure to introduce new features, products, or services that customers find engaging or the introduction of new products or services,

or changes to existing products and services that are not favorably received; harm to such portfolio company's brand and reputation; pricing and perceived value of such portfolio company's offerings; such portfolio company's inability to deliver quality products, content, and services; such portfolio company's customers engaging with competitive products and services that such customers find more compelling; technical or other problems preventing such portfolio company's customers from accessing such portfolio company's products and services in a rapid and reliable manner or otherwise affecting such customer's experience; and deteriorating general economic conditions or a change in consumer spending preferences or buying trends. There can be no assurance that the customers of a Fund portfolio company will continue to purchase products and/or services from such Fund portfolio company, and changes in purchasing behavior may have a material adverse effect on the Fund's investment in such portfolio company.

Investments Can Result in Fraud and Breaches of Covenants. As part of the pricing, due diligence and underwriting of a potential investment in a portfolio company, the Customer Value team will examine a portfolio company's customer acquisition data and will conduct a thorough credit analysis. Similarly, the Customer Value team monitors customer acquisition data for existing investments to make redeployment decisions. In both instances, the analysis is based upon, among other information, data supplied by such portfolio companies. Of paramount concern is the possibility of material misrepresentation or omission on the part of the portfolio company and their personnel. Inaccuracies or incompleteness may adversely affect the Customer Value team's ability to properly conduct due diligence and/or monitor a portfolio company and therefore, may adversely affect the value of the respective Fund's investment or enterprise value of the portfolio companies or may adversely affect the ability of the Fund to perfect or effectuate a lien. Furthermore, the Customer Value team and a Customer Value Fund will rely upon the accuracy and completeness of representations made by such portfolio company to the extent reasonable when it makes its investment decisions, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to such Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

The Customer Value Funds will generally seek to obtain structural, covenant and other contractual protections with respect to the terms of its Investments as determined appropriate under the circumstances. There can be no assurance that such attempts to provide downside protection with respect to its investments will achieve their desired effect and potential investors should regard an investment in a Fund as being speculative and having a high degree of risk.

Portfolio Company Data. During the process of underwriting, monitoring, or otherwise engaging with a portfolio company regarding an investment, the Customer Value Funds receive customer acquisition data from portfolio companies regarding cohorts, churn and transaction data. While the Customer Value team advises portfolio companies that no underlying personal data, personally identifiable information or other protected information regarding end users should be shared with the Customer Value Funds, there can be no assurances that a portfolio company will abide by such restriction, whether intentional or inadvertent. Additionally, while each Customer Value Fund endeavors to notify any such portfolio company as soon as practicable if it becomes aware that any protected information or data has been shared with the Fund or its relevant general partner, there may be instances where such information is shared by a portfolio company without the Fund's knowledge. Failure to comply with the applicable Privacy Laws may lead to the relevant general

partner, the Adviser, the Customer Value Funds and their portfolio companies, and/or their affiliates incurring fines and/or facing other enforcement action or reputational damage.

Prepayment Risk. Investments made by a Fund focusing on Customer Value opportunities may be pre-payable under certain conditions at no premium to par (e.g., in the event that a Fund portfolio company is acquired by a third party). Having an investment prepaid may reduce the achievable yield for a Fund if the capital returned cannot be invested in transactions with equal or greater expected yields, which could have a material adverse effect on such Fund's business, financial condition and results of operations.

Insurance. The relevant liability standards under insurance coverage procured by the Adviser are expected to vary by carrier, and such standards are expected to vary from time to time depending on, for example, coverage features or limitations then-available from the carrier at the time of insurance contract renewal. As a result, insurance coverages from time to time are expected to vary from relevant liability and/or indemnity standards in the Organizational Documents. Investors generally will be responsible for insurance premiums, as set forth in the Organizational Documents, regardless of whether the liability and/or indemnity standards in the Adviser's insurance coverage are higher or lower than that set forth in the Organizational Documents.

Additionally, where a Fund seeks to make investments where insurance and other risk management products are, to the extent available on commercially reasonable terms, utilized to mitigate the potential loss resulting from catastrophic events and other risks customarily covered by insurance, such coverage may not always be practicable or feasible. Moreover, it will not be possible to insure against all such risks, and any insurance proceeds from covered risks may be inadequate to completely or even partially cover a loss of revenues, an increase in operating and maintenance expenses and/or any necessary replacement or rehabilitation, as applicable. Certain losses of a catastrophic nature (i.e., those caused by force majeure events) may be either uninsurable or insurable at such high rates as to adversely impact such Fund's profitability if such insurance were obtained.

Credit Ratings. The ratings that may be assigned by various credit rating agencies to loans or other debt instruments reflect only the views of those agencies. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of such credit rating agency, circumstances so warrant and there is no guarantee that any ratings relied on by the Adviser will not be so withdrawn or revised.

Risk of Default. The return of principal in debt investments in a portfolio company of a Fund focused on Customer Value opportunities will depend in large part on the creditworthiness and financial strength of such portfolio company. If there is a default by a Fund portfolio company under such debt investments, the Fund will under most circumstances have contractual remedies pursuant to the relevant agreements. However, exercising such contractual rights may involve delays or costs, and any available collateral may prove to be unsaleable or saleable only at an unattractive price, which could result in a loss to a Fund. In addition, any such default may result in a Fund being unable to liquidate such investment prior to the termination of the Fund. Moreover, circumstances causing an event of default may negatively affect a Fund portfolio company's ability to deliver product and service customer relationships, with the risk that the Fund's investments are

thereby impaired. This risk remains for a Fund portfolio company that is financially compromised even without an event of technical default.

Risk of Dilution. Limited partners admitted at a subsequent closing of a Fund will participate in existing investments of the Fund, diluting the interests of previously admitted limited partners of the Fund. Although such additional limited partners are expected to contribute the pro rata share of previously funded capital subscriptions, together with an interest- equivalent amount, there can be no assurance that this payment will reflect the fair value of their pro rata share of the Fund's existing investments at the time such additional limited partners are admitted. Accordingly, if the value of the Fund's existing investments decreases, the Fund's ability to raise additional capital could be negatively impacted because new limited partners would be indirectly purchasing such existing investments at a premium to their then-current value. Conversely, if the value of the Fund's existing investments increases, new limited partners would be indirectly purchasing such existing investments at a discount to their then-current value. The degree of this discount would be exacerbated by any use of a subscription facility by the Fund that could have the effect of enhancing the returns on any such investment during the period between the consummation thereof and the new limited partners' purchase thereof. The applicable general partner may make equitable adjustments to the contributions and payments required by subsequent closing limited partner to reflect any material change or significant event relating to an investment, as determined by the relevant general partner in its sole discretion.

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

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, a Fund's Digital Currency-related Investments may be adversely affected. Crypto Assets are technological innovations with a limited history and involve a high degree of business and financial risk that can result in substantial or total loss of investment 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 may 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 and future regulatory measures (if any) that restrict the issuance or trading of Crypto Assets or the use of Crypto Assets as a form of payment or other measure of value. There is no assurance that Crypto Assets will achieve or maintain long-term value or that acceptance of Crypto Asset payments by mainstream retail merchants and commercial businesses will continue to 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 the Funds' Digital Currency-related Investments.

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

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 a Fund are currently limited. In the event a Fund were to distribute Crypto Assets to its investors, subject to any limitations in its Organizational Documents, the risks associated with ownership of Crypto Assets distributed to such Fund's investors will be borne solely by such investors, and such investors will be responsible for dealing with any requirements to dispose of such distributed Crypto Assets.

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

United States and non-U.S. regulatory agencies have taken regulatory interest in Crypto Assets and the operations of their networks. For example, in the United States, (i) the SEC has found that certain virtual tokens offered in an initial coin offering are securities that require the offering to be registered or exempt from registration, (ii) the CFTC treats Bitcoin and other virtual currencies as commodities and (iii) the U.S. Financial Crimes Enforcement Network requires administrators or exchanges to register as a registered money services business. 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 United States 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, the Funds' Digital Currency-related Investments may be adversely affected. The United States Internal Revenue Service has issued a notice providing that certain Crypto Assets are treated as property for United States federal income tax purposes, however, tax treatment issues remain with respect to valuation, timing of certain calculations and the applicability of Foreign Bank Account Reporting laws, among others. The taxation of Crypto Assets is similarly uncertain in many jurisdictions, and those jurisdictions that have formulated a position have reached varying (and continuously evolving) conclusions. A discussion of varied tax treatments of Crypto Assets is outside the scope of this brochure. Furthermore, the global regulatory framework governing virtual currencies varies from country to country and continues to evolve and change. Some countries have taken an accommodating approach to the regulation of virtual currencies while others have banned their use.

In their short history, Crypto Assets have experienced extreme price volatility that may continue in the future. Historical price increases in Crypto Assets provide no assurance of future results. The value of Crypto Assets also will be affected by the worldwide acceptance or rejection of Crypto Assets. In particular, problems with the supply of Crypto Assets, security flaws (or perceived security flaws), difficulties with converting Crypto Assets to fiat currencies, and concerns that Crypto Assets may disproportionately facilitate criminal activities may negatively affect the acceptance, growth and development of Crypto Assets. For example, the exchange rate of Bitcoin into U.S. dollars has been very volatile, including dropping by more than 50 percent in a single day. To the extent a Fund holds specific investments in Crypto Assets, the value of those

investments also may be volatile and subject to impairment, and such investments may lose their entire value.

Crypto Assets are loosely regulated and there is no central marketplace for currency exchange. Supply is determined by a computer code, not by a central bank, and prices have been extremely volatile. Crypto Asset exchanges have been closed due to fraud, failure or security breaches. Any of a Fund's assets that reside on an exchange that shuts down may be lost. Several factors may 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, overall market sentiment or future regulatory measures that restrict the trading of Crypto Assets or the use of Crypto Assets as a form of payment.

Crypto Assets may be 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 may be no clear primary market for a particular Crypto Asset and pricing may be less transparent compared to traditional public equity markets. Such factors impact the Adviser's ability to value Crypto Assets and also may make it harder to achieve "best execution" for trading in Crypto Assets.

Certain companies have used "coin-offerings" to raise capital in lieu of traditional equity financings. To the extent that more companies adopt this approach, the Funds may not have access to what otherwise might have been attractive traditional private equity investment opportunities, and the amount that the Funds might otherwise have invested in Digital Currency-related Investments may increase as a result. Coin offerings often do not include the same rights associated with traditional equity securities. Coin offerings are subject to significant regulatory uncertainty regarding securities and other laws. To the extent that a Fund participates in a coin 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 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.

If the source code or cryptography underlying a digital currency held by a Fund proves to be flawed or ineffective, malicious actors may be able to steal such Fund's Crypto Assets. In the past, flaws in the source code for digital currencies have been exposed and exploited. Several errors and defects have been publicly found and corrected, including those that disabled some functionality for users and exposed users' personal information. Discovery of flaws in, or exploitations of, the source code that allow malicious actors to take or create money in contravention of known network rules have occurred. In addition, the cryptography underlying a digital currency could prove to be flawed or ineffective, or developments in mathematics and/or technology, including advances in digital computing algebraic geometry and quantum computing, could result in such cryptography becoming ineffective. In any of these circumstances, if a Fund holds the affected digital currency, a malicious actor may be able to steal such Fund's Crypto Assets, which would adversely affect an investment in such Fund. Even if a Fund does not hold the affected digital currency, any

reduction in confidence in the source code or cryptography underlying digital currencies generally could negatively affect the demand for digital currencies and therefore adversely affect an investment in a Fund.

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 the Funds' investments in one or more Crypto Assets. The Adviser make no guarantees about the reliability of the technology used to create, issue, or transmit Crypto Assets held by a Fund. There can be no assurance that all material vulnerabilities in the technology associated with a particular Crypto Asset and its associated networks will be identified and addressed prior to a Fund's investment in such Crypto Asset. Crypto Asset exchanges continue to be especially susceptible to service interruptions or permanent cessation of operations due to many reasons, including fraud, technical glitches, hackers, malware or governmental regulation or other intervention. 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 Digital Currency-related Investments may adversely affect an investment in any Fund. The technology of Crypto Assets is largely a new and untested technology.

Any security breach caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses, could result in the loss of a Fund's Crypto Assets. Furthermore, the Adviser must adapt to technological change in order to secure and safeguard client accounts. While the Adviser intends to develop an appropriate security system reasonably designed to safeguard its Funds' Crypto Assets from theft, loss, destruction or other issues relating to hackers and technological attack, there can be no assurance that any such solution will provide sufficient security. As technological change occurs, the security threats to a Fund's Crypto Assets will likely adapt and previously unknown threats may emerge. Furthermore, the Adviser believes that a Fund may become a more appealing target of security threats as the size of such Fund's assets grow. To the extent a Fund is unable to identify and mitigate or stop new security threats, such Fund's Crypto Assets may be subject to theft, loss, destruction or other attack, which could have a negative impact on the performance of such Fund or result in loss of its assets.

In addition to the risks discussed herein, there are other risks associated with investing in Digital Currency-related Investments, including unanticipated risks. Such risks may further materialize as unanticipated variations or combinations of the risks discussed herein.

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

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

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

Crypto Asset exchanges are appealing targets for cybercrime, hackers and malware. It is possible that while engaging in transactions with various Crypto Asset exchanges located throughout the world, any such exchange may cease operations due to theft, fraud, security breach, liquidity issues, or government investigation. In addition, banks may refuse to process wire transfers to or from exchanges. Over the past several years, many exchanges have, indeed, closed due to fraud, theft (e.g., Mt. Gox voluntarily shutting down because it was unable to account for over 850,000 Bitcoin), government or regulatory involvement, failure or security breaches (e.g., the voluntary temporary suspensions by Mt. Gox of cash withdrawals due to distributed denial of service attacks by malware and/or hackers), or banking issues (e.g., the loss of Tradehill's banking privileges at Internet Archive Federal Credit Union).

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

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

In an effort to contain such health emergencies, national, regional, and local governments, as well as private businesses and other organizations, have taken or have the potential to take restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including "stay-at-home" and similar orders), and ordering the closure of large numbers of offices, businesses, schools, and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets, demand across categories of

consumers and businesses, as well as in the credit and capital markets. Restrictive measures, whether on an initial or re-imposed basis, also have the potential to cause labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, steep increases in unemployment levels, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports, and entertainment.

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

Hedging Techniques. From time to time, a Fund may hold publicly traded securities that are illiquid and/or not freely tradable. The Adviser may cause such Fund to engage in hedging techniques in an effort to maintain the value of such securities until they become liquid and freely tradable. The Adviser also may cause such Fund to enter into currency hedges with respect to investments denominated in non-U.S. currencies. The Adviser may (but is not obligated to) endeavor to manage the Funds' or any portfolio company's currency exposures, interest rate exposures or other exposures, using heading techniques where available, in order, without limitation: (i) to protect against possible changes in the market value of any of the Funds' investments resulting from fluctuations in the prices of securities; (ii) to protect the value of unrealized gains in any of the Funds' investments; (iii) to facilitate the sale of any such investments; (iv) to enhance or preserve returns, spreads or gains on any of the Funds' investments; (v) to hedge the interest rate or currency exchange rate on any of the Funds' liabilities or assets; (vi) to protect against any increase in the price of any securities a Fund anticipates purchasing at a

later date; (vii) in the case of certain types of digital assets, to purchase stored value cryptocurrencies such as Bitcoin or Ethereum to facilitate the Fund's acquisition of such digital assets; or (viii) for any other reason that the Adviser deems appropriate. A Fund may incur costs related to such hedging arrangements, which may be undertaken in exchange-traded or over-the-counter ("OTC") contexts, including futures, forwards, swaps, options and other instruments. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect, and in some cases hedging arrangements may result in losses greater than if hedging had not been used. In certain cases, particularly in OTC contexts, hedging arrangements will subject the Funds to the risk of a counterparty's inability or refusal to perform under a hedging contract, or the potential loss of assets held by a counterparty, custodian or intermediary in connection with such hedging. OTC contracts may expose a Fund to additional liquidity risks if such contracts cannot be adequately settled. Certain hedging arrangements may create for the Adviser and/or one of its affiliates an obligation to register with the U.S. Commodity Futures Trading Commission (the "CFTC") or other regulator or comply with an applicable exemption. Losses may result to the extent that the CFTC or any other regulator imposes position limits or other regulatory requirements on such hedging arrangements, including under circumstances in which the ability of a Fund or a portfolio company to hedge its exposures becomes limited by such requirements.

Regulatory and Enforcement Risks. Regulation of the venture capital and private equity industry, including regulation applicable to managers of private investment funds such as the Adviser, has increased significantly in recent years and is expected to continue to increase. Additional regulation is likely in the future. For example, recently proposed United States legislation would impose additional restrictions and potential liabilities on private investment 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 requires significant time and effort from the Adviser and Adviser Personnel. In addition, the SEC has indicated that it intends to seek to enact changes to numerous areas of law and regulations that would impact the business of the Adviser and the Funds. In particular, the SEC has signaled an increased emphasis on investment adviser and private fund regulation and has proposed a number of new rules that, if adopted, would impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose additional changes in the future. Any such changes are expected to materially impact the Adviser and its affiliates, the Funds and/or their investments, as well as increasing their expenses. Significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the Funds. As a registered investment adviser or for other reasons, the Adviser or its affiliates and personnel may from time to time be subject to regulatory inquiries, examinations, investigations or enforcement actions that require significant time and attention from Adviser Personnel, including the Managing Directors, and that could distract from the management of the Funds' affairs. Enforcement actions and any resulting sanctions that have an adverse effect on the Adviser or such Adviser Personnel could in turn have an adverse effect on the Funds. In certain cases, a Fund itself could become subject to regulatory investigation or enforcement actions that could involve significant cost to such Fund or otherwise adversely affect such Fund.

Currency Risk. Certain investments by each Fund, and the income received by such Fund with respect to such investments, may be denominated in various non-U.S. currencies. However, because the books of each Fund are maintained, and contributions to and distributions from each Fund 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 such Fund, income from such Fund's investments, gains and losses realized on the sale of such Fund's investments and the amount of distributions, if any, made by such Fund. In addition, the applicable 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 applicable 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. The Adviser may (but is not required to) cause the applicable Fund to enter into hedging transactions designed to mitigate such risks, such as investing directly in foreign currencies, buying and selling forward foreign currency exchange contracts and buying and selling options on foreign currencies, but there can be no assurance any such strategies will be undertaken or, if undertaken, will be effective. In addition, transactions in certain types of digital assets from time to time require a General Partner to purchase specified stored value cryptocurrencies (e.g., Bitcoin, Ethereum, etc.) to facilitate a Fund's investment in such digital assets.

Venture and Start-Up Companies. The Funds may make investments in portfolio companies, including, but not limited to, venture and start-up companies, which involve a number of particular risks that may not exist in the case of investments in large public companies or established private companies, including:

- These companies may have limited financial resources and limited access to additional financing, which may be accompanied by a deterioration in the value of a Fund's investment, reduce the likelihood of such Fund realizing an investment return thereon, and increase the risk of their defaulting on their obligations, leaving creditors dependent on any guarantees or collateral they may have obtained;
- These companies typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns;
- There will not be as much information publicly available about these companies as would be available for public companies and such information may not be of the same quality;
- These companies often face intense competition, often from established companies with much greater financial, manufacturing and technical resources, more marketing and service capabilities and a greater number of qualified personnel;
- These companies are more likely to depend on the management talents and efforts of a small group of persons; as a result, the death, disability, resignation or termination of one

or more of these persons could have a material adverse impact on these companies' ability to meet their obligations;

- These companies generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance their expansion, or maintain their competitive position, and the Adviser and its executive officers and directors may, in the ordinary course of business, be named as defendants in litigation arising from a Fund's investments therein; and
- These companies may have difficulty accessing the capital markets to meet future capital needs, which may limit their ability to grow or to repay their outstanding debt upon maturity.

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

Venture capital firms in turn rely on their limited partners to pay in capital over time in order to fund their ongoing and future investment activities. To the extent that venture capital firms' limited partners are unable or choose not to fulfill their ongoing funding obligations, the venture capital firms may be unable to continue operationally and/or financially supporting the ongoing operations of a Fund's portfolio companies which could materially and adversely impact such Fund's financing arrangement with such portfolio companies.

These companies, their industries, their products and customer demand and the outlook and competitive landscape for their industries are all subject to change which could adversely impact their ability to execute their business plans and generate cash flow or raise additional capital that would serve as the basis for repayment of a Fund's investments. Therefore, a Fund investing in growth-stage companies may face considerably more risk of loss than do companies at other stages of development.

Risks in Effecting Operating Improvements. In some cases, particularly with respect to certain growth venture investments, the success of a Fund's investment strategy will depend, in part, on the ability of the Adviser and its representatives to restructure and make improvements in the operations of a portfolio company. The ability of the Adviser to identify, implement and effect operating improvements at portfolio companies involves a high degree of uncertainty. There can be no guarantee that the Adviser will be able to successfully identify, implement and effect such improvements.

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

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

Reserves. As is customary in the venture capital and private equity industry, the general partner of a Fund will establish reserves for follow-on investments by such Fund in portfolio companies, operating expenses (including Advisory Fees), liabilities, and other matters. Estimating the appropriate amount of such reserves is difficult, especially for follow-on investment opportunities, which are directly tied to the success and capital needs of portfolio companies. Inadequate or excessive reserves could impair the investment returns to the investors. If a Fund's reserves are inadequate, such Fund would likely 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 a Fund's reserves are excessive, such Fund may decline attractive investment opportunities or hold unnecessary amounts of capital in money market or similar low-yield accounts. Further, the allocation of investment opportunities among

the Funds depends 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. A Fund's reserves could turn out to be excessive in part as a result of a follow-on investment in a company for which such Fund was reserving capital being made by another Fund.

Material, non-public information. From time to time, the Adviser will come into possession of material, non-public information that would limit the Funds' ability to buy and sell investments under applicable securities laws. Therefore, the Adviser may have access to material, non-public information that may be relevant to an investment decision to be made by the Funds. Consequently, the Funds may be restricted from initiating a transaction or selling an investment which, if such information had not been known to them, may have been undertaken on account of applicable securities laws or the Adviser's internal policies. Due to these restrictions, the Funds may not be able to make an investment that they otherwise might have made or sell an investment that they otherwise might have sold. Alternatively, the Adviser may decline to receive material non-public information which it might otherwise receive in order to avoid investment restrictions, even though access to such information might have been advantageous to one or more Funds and other market participants are in possession of such information. A Fund's investment flexibility may be constrained as a consequence of the Adviser's inability to use such information for investment purposes.

In addition, the Adviser receives and generates various kinds of portfolio company data and other information, including related to financial, industry, market, business operations, trends, budgets, customers, suppliers, competitors, and other metrics. This information may, in certain instances, include material non-public information received or generated in connection with efforts on behalf of a Fund's investment (or prospective investment) in a portfolio company. As described above, the receipt of such information may restrict a Fund from transactions in the relevant company. Such information will also be periodically received in the ordinary course as a result of Adviser Personnel serving as directors of a public portfolio company and could cause the Fund to be restricted from transactions in the relevant portfolio company more often than if Adviser Personnel did not serve in such positions, which could have an adverse effect on Fund performance if the Adviser desired to engage in such transactions (including disposing of an investment in a timely manner). The Adviser has in the past and is likely in the future to enter into information sharing and confidentiality arrangements with portfolio companies and other sources of information that may limit the internal distribution and use of such data. The Adviser has used and expects in the future in certain instances to use this information in a manner that provides a material benefit to the Adviser, its affiliates, or to other Funds without compensating or otherwise benefitting such Fund. In addition, the Adviser may have an incentive to pursue investments in portfolio companies based on the data and information expected to be received or generated. The Adviser has in the past utilized and is likely in the future to utilize such information to benefit the Adviser, its affiliates or other Funds in a manner that may otherwise present a conflict of interest resulting from the particular facts and circumstances but does not intend to specifically disclose such conflicts to such Fund.

Alternative Data Providers. The Adviser is permitted to use alternative data in its investment process. Alternative data includes datasets that have been culled from a variety of sources, such as internet usage, payment records, financial transactions, weather and other physical phenomena

sensors, applications and devices (such as smartphones) that generate location and mobility data, data gathered by satellites, and government and other public records databases (this data is sometimes referred to as “big data” or “alternative data”). The Adviser may apply this alternative data to better anticipate micro- and macro-economic trends and otherwise to develop or improve investment themes. The analysis and interpretation of alternative data involves a high degree of uncertainty and may entail significant expense, including technological efforts, that are expected to be borne—in whole or in part— by the Funds. No assurance can be given that the Adviser will be successful in utilizing alternative data in its investment process. Moreover, there has been increased scrutiny from a variety of regulators regarding the use of alternative data in this manner, and its use or misuse under current or future laws and regulations could create liability for the Adviser and the Funds in numerous jurisdictions. The Adviser cannot predict what, if any, regulatory or other actions may be asserted with regard to alternative data, but any adverse inquiries or formal actions could cause reputational, financial, or other harm to the Adviser or to the Funds.

Item 9. Disciplinary Information

The Adviser and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor’s evaluation of the Adviser or its personnel.

Item 10. Other Financial Industry Activities and Affiliations

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

Related General Partners

Various entities serve as general partners of the Funds. For a description of material conflicts of interest created by the relationship among the Adviser and such general partners, as well as a description of how such conflicts are addressed, please see Item 11 below.

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

Code of Ethics

The Adviser has adopted a written Code of Ethics that is applicable to all its “Supervised Persons”. “Supervised Persons” are the partners, officers, directors (or other persons occupying a similar status or performing similar functions) and employees of the Firm, as well as any other persons so designated by the Adviser’s Chief Compliance Officer (“CCO”) (collectively, “Adviser Personnel”). The Code of Ethics is designed to comply with Rule 204A-1 under the Advisers Act, and to prevent violations of federal securities laws by, among other things, establishing guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. Adviser Personnel and their families and households may purchase investments for their own accounts, including the same investments as may be purchased or sold

for a Fund, subject to the terms of the Code of Ethics, the Organizational Documents of the applicable Fund and certain of the Adviser's other policies and procedures. The Code of Ethics' personal trading procedures are administered by the Adviser's CCO. Under the Code of Ethics, Adviser Personnel are also required to file certain periodic reports (including quarterly transaction reports, initial and annual holdings reports) with the CCO as required by Rule 204A-1 under the Advisers Act. In addition, Adviser Personnel are required to periodically certify that they have read and understand the Code of Ethics and other compliance policies and procedures, and certify that they have complied with the provisions of the Code of Ethics. The Code of Ethics helps the Adviser detect and prevent potential conflicts of interest.

Adviser Personnel who violate the Code of Ethics may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, demotion, suspension or dismissal. Adviser Personnel are also required to promptly report any violation of the Code of Ethics of which they become aware to the CCO. Adviser Personnel are required to certify at least annually their compliance with the Code of Ethics.

A copy of the Code of Ethics is available to any client, or prospective client upon written request to:

General Catalyst Group Management, LLC
Attn.: Anthony Dell, Chief Compliance Officer
20 University Road, 4th Floor
Cambridge, MA 02138

Participation or Interest in Client Transactions

Certain employees, affiliates of the Adviser, and other individuals including Catalyst Advisors and XIRs, in certain instances, invest in or alongside a Fund through its general partner. A Fund or its general partner, as applicable, is permitted to reduce all or a portion of the Advisory Fee and Carried Interest related to investments held by such persons. For further details regarding these arrangements, as well as conflicts of interest presented by them, please see "Conflicts of Interest" immediately below.

Due in part to the fact that investors or potential investors in a Fund (including purchasers of an investor's interests in a secondary transaction) or a co-investment opportunity (see below under the heading "Co-Investment Opportunities") may ask different questions and request different information, the Adviser may provide certain information to one or more investors or prospective investors that it does not provide to all of the prospective investors or investors.

Conflicts of Interest

From time to time, subject to the applicable Organizational Documents of a Fund, the Adviser and its related entities engage in a broad range of activities, including investment activities for their own account and for the account of other investment funds, and providing transaction-related, investment advisory, management, and other services to funds and operating companies. In the ordinary course of conducting its activities, the interests of a Fund will, from time to time conflict with the interests of the Adviser, other Funds or their respective affiliates. Certain of these conflicts

of interest, as well a description of how the Adviser addresses such conflicts of interest, can be found below, as well as in the Organizational Documents of the Funds.

Resolution of Conflicts

In addressing conflicts of interest with respect to the Funds, the Adviser's determination as to which factors are relevant, and the resolution of such conflicts, will be made using the Adviser's reasonable judgment, but in its sole discretion, subject to any specific requirements of the Organizational Documents of the applicable Fund. In resolving conflicts with respect to the Funds, the Adviser will consider various factors, including the interests of the applicable Fund(s) or Co-Investment Vehicles with respect to the immediate issue or with respect to their longer-term courses of dealing. When conflicts arise with respect to the Funds, the following factors generally mitigate, but will not eliminate, conflicts of interest:

- A Fund will not make an investment unless the Adviser believes that such investment is an appropriate investment considered from the viewpoint of such Fund;
- Certain conflicts of interest will generally be resolved by set procedures, restrictions or other provisions contained in the Organizational Documents of the applicable Fund and Co-Investment Vehicles;
- The Adviser may consult with the advisory committee of the applicable Fund as to certain potential conflicts of interest related to such Fund;
- The Adviser has established certain internal committees for the purpose of addressing and advising with respect to certain conflicts of interest;
- Where the Adviser deems appropriate, unaffiliated third parties may be retained to help resolve conflicts, including the use of a consultant or investment banker to opine as to the fairness or "arm's-length" nature of a purchase or sale price, whether or not part of a formal fairness opinion, "request for proposal" process, or proposal or quotation provided exclusively for the benefit of the Adviser; and
- Prior to subscribing for interests in a Fund, each investor receives information relating to significant potential conflicts of interest arising from the proposed activities of such Fund, including in the Organizational Documents of such Fund.

Procedures for resolving certain specific conflicts of interest are set forth in the Organizational Documents of the applicable Fund. Certain provisions of a Fund's Organizational Documents are designed to seek to protect the interests of investors in situations where conflicts may exist, although such provisions do not eliminate such conflicts or address all known or potential conflicts of interest with respect to the Funds. There is no guarantee that conflicts will be resolved in favor of a particular Fund, and, in certain instances, conflicts of interest may be resolved in a manner adverse to a particular Fund and its investment objectives.

Conflicts

The material conflicts of interest encountered by a Fund include those discussed below, although the discussion below does not necessarily describe all of the conflicts that may be faced by a Fund. A Fund's Organizational Documents contain a number of detailed provisions designed to address actual and potential conflicts of interest and other activities and considerations that may affect the Adviser's business and strategy. The Organizational Documents, however, cannot and do not fully anticipate and address all situations, developments, scenarios, investment opportunities, investment considerations, investment allocations, investment structures, disposition opportunities, disposition considerations, and disposition decisions, as the foregoing can vary on a case-by-case basis depending on a variety of facts and circumstances. While the disclosures in this brochure are not intended to be exhaustive, they are an attempt to provide further disclosure, transparency, visibility and understanding of the Adviser's business and strategy and certain potential conflicts of interest that may arise in connection with the Fund. Other conflicts may be disclosed in the Organizational Documents and/or private placement memorandum of a Fund and throughout this brochure and the brochure should be read in its entirety for other conflicts.

Allocation of Investment Opportunities among Clients Generally

In connection with its investment activities, the Adviser encounters situations in which it must determine how to allocate investment opportunities among various clients and other persons, which may include, but are not limited to, the following:

- the Funds;
- any Co-Investment Vehicles that have been formed to invest side-by-side with one or more Main Funds in all or particular transactions entered into by such Main Fund(s) (the investors in such Co-Investment Vehicles may include one or more Co-Investors);
- Co-Investors or Adviser Personnel that wish to make direct investments (i.e., not through an investment vehicle) side-by-side with one or more Funds in particular transactions entered into by such Fund(s); and
- other third parties acting as "co-sponsors" with the Adviser with respect to a particular transaction.

The Adviser has adopted written policies and procedures relating to the allocation of investment opportunities, and will make allocation determinations consistently therewith.

Each Fund is generally subject to provisions in its Organizational Documents that prescribe what such Fund may invest in (collectively, "Investment Allocation Requirements"), which will also apply directly or indirectly to certain Funds. To the extent the Investment Allocation Requirements of a Fund either do not include specific allocation procedures or allow the Adviser discretion in making allocation decisions among the Funds, the Adviser will follow the process set forth below.

Allocation of New Investment Opportunities

In general, the Adviser first determines which of the Funds are eligible to participate in a new investment opportunity (i.e., an opportunity to invest in a portfolio company in which no Fund has an existing investment). The Adviser assesses whether such investment opportunity is appropriate for a particular Fund based on such Fund's investment objectives, strategies, and structure as set forth in such Fund's respective Organizational Documents. Prior to allocating a new investment opportunity to one or more Funds, the Adviser determines whether additional factors may restrict or limit the offering of an investment opportunity to such Fund(s), including, but not limited to:

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

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

- each Fund's investment objectives and investment focus;
- the source of the investment opportunity;
- the amount of each Fund's available cash and reserves;
- diversification considerations;
- lender covenants and related limitations;
- the amount of capital that each Fund has available for new portfolio company investments as well as projected future capacity for investment;
- the nature, size, and location of the portfolio company;
- the nature and size of the opportunity (including projected follow-on investment requirements);

- the life cycle of each Fund (and, in the case of a new fund and its predecessor fund, any desire of the Adviser to use the remaining available capital for the older of the Funds first);
- each Fund's investment period;
- each Fund's target rates of return;
- the stage of development of the prospective portfolio company or other investment and the anticipated holding period for such investment;
- portfolio construction and composition matters with respect to each Fund;
- the availability or anticipated availability of other suitable investments for the Funds;
- supply or demand of the investment opportunity at a given price level;
- considerations related to risks, cash flows, asset classes, industry and other allocation targets;
- investment size requirements (including maximums and minimums);
- legal, tax or regulatory considerations;
- any investment restrictions in the Organizational Documents of each Fund;
- the terms of such investment opportunity, including, without limitation, the use of proceeds from the investment by a Fund; and
- such other factors that the Adviser considers to be relevant.

Generally, investments in an Identified Company with which an XIR, a Catalyst Advisor, or other individual, will be actively involved and whose Newco was funded by a particular Fund during the process of identifying such Identified Company are initially considered for the same Fund that funded the applicable Newco.

While this Brochure describes various factors and guidelines that the Adviser reserves the right to consider in allocating investment opportunities, the Adviser retains sole discretion with respect to all allocation decisions, including with respect to which factors may be considered for a particular investment opportunity and how much weight to give to one or more factors, a number of which are described below, in making any particular allocation decision. Thus, a new investment opportunity may be offered to one eligible Fund to the exclusion of other eligible Funds or may be offered to one or more (but not necessarily all) eligible Funds for co-investment. Any sharing of an investment opportunity among eligible Funds will be determined by the Adviser on a case-by-case basis and would not necessarily be pro rata relative to the respective capital commitments (or remaining unfunded capital) of each such Fund. For example, subject to the applicable Fund's Organizational Documents, the Adviser will allocate a substantial majority of an investment opportunity to a sector specific Fund, such as the Health Assurance sector, while retaining a smaller percentage for the Creation, Ignition or Endurance strategies even though such opportunity

may also be appropriate for such strategies; however, if a potential Health Assurance investment opportunity also fits within the Creation investment criteria, then the Creation-focused Fund would receive priority even though the investment would also have been appropriate for a Health Assurance-focused Fund. Moreover, if a potential company's primary use of capital is to fund customer acquisition costs, then the Adviser may allocate such investment opportunity to a Customer Value-focused Fund instead of other venture-focused Funds even if such opportunity may have been appropriate for such other venture-focused Funds as well. The Adviser may allocate investment opportunities among various Co-Investors as described under the heading "Co-Investment Opportunities" below. There can be no assurance that the application of the Investment Allocation Requirements and factors set forth above will result in a Fund participating in all investment opportunities that fall within its investment objectives.

Further, with respect to "hatch" investments, at the time of a Fund's initial investment, subject to the applicable Fund's Organizational Documents, the Adviser will cause a proprietary Co-Investment Vehicle established for each such investment ("Hatch Co-Invest Vehicle") to purchase a portion of such company's fully-diluted shares outstanding. Such investment by the Hatch Co-Invest Vehicle will be in addition to the Adviser's intended allocation for such Fund. The Hatch Co-Invest Vehicle will typically be comprised of the Adviser's "deal team" for such investment, which will include the relevant Adviser Personnel, and may include other Adviser Personnel, third parties, Co-Investors, XIRs or Catalyst Advisors. The Adviser believes this is an important way to align interests of the relevant Adviser Personnel in a deal they recommend for a Fund, but it will necessarily limit the allocation amount that such Fund will receive in any such hatch investment. A Hatch Co-Invest Vehicle would not be permitted to participate in any follow on investments. The initial investment amounts attributable to the Hatch Co-invest Vehicle will be attributed to a Fund for purposes of calculating the Fund's pro rata participation amounts in follow-on investments.

A Fund or Co-Investment Vehicle will, from time to time, invest in opportunities that other Funds have declined, and likewise, a Fund will, from time to time decline to invest in opportunities in which other Funds or Co-Investment Vehicles have invested.

In addition, Adviser Personnel may participate directly or indirectly in investments made by the Funds. Such interests will vary Fund-by-Fund and may create an incentive to allocate particularly attractive investment opportunities to the Fund in which such Adviser Personnel hold a greater interest. The existence of these varying circumstances presents conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Fund.

Allocation of Follow-on Investment Opportunities

The Adviser's general policy is to consider follow-on investment opportunities in a particular portfolio company on a priority basis for the Fund(s) that has an existing investment in such portfolio company, subject to any specific provisions related to the allocation of follow-on investment opportunities described in the Organizational Documents or the private placement memorandum of any particular Fund(s). If Funds of different vintages (i.e., Funds formed at different times) or strategies have an existing investment in a portfolio company, follow-on investment opportunities for that company generally will be first considered for the Fund or Funds that made the most recent investment in such portfolio company; provided, that, subject to any

consents or other conditions expressly required under the Organizational Documents of the applicable Funds, the Adviser may allocate such opportunities differently if it determines, in its sole discretion, that such different allocation is appropriate under the circumstances (including, without limitation if one of the Funds lacks sufficient unreserved capital for such follow-on investment or lacks sufficient liquidity in order to make such follow-on investment). To the extent that there is additional capacity in a follow-on investment opportunity after it is considered for the Fund(s) with an existing investment in the company, the Adviser may offer such opportunity to other Funds or Co-Investors. In certain circumstances, an initial investment by a Fund or Co-Investment Vehicle in a company in which another Fund or Co-Investment Vehicle has an existing investment will not be, in many cases, subject to the consent of the advisory committee, if any, of either or both of such Funds.

While a Fund may have made an initial investment in a particular portfolio company, such Fund's general partner, in its sole discretion taking into account a number of factors that it determines to be relevant under the circumstances, may determine that such Fund will not participate (at all or in full) in a follow-on investment opportunity in such portfolio company, and the Adviser may determine that another Fund will instead participate in such investment opportunity in whole or in part, or that another Fund may instead provide financing to such portfolio company. For example, following an initial seed investment in a portfolio company (including through a Seed Investment Entity), the Adviser will generally seek to continue to monitor the performance of such portfolio company and further foster and develop the relationship between the Adviser and such portfolio company's founders in efforts to enable the Adviser to leverage early insights and exposure to such company and founders to position a Fund to lead or participate in future financing rounds or secondary opportunities with respect to the securities of such portfolio company or provide customer acquisition financing. While the Adviser will seek to position itself to lead such portfolio company's next round(s) of financing (generally a Seed, Series A or Series B preferred stock financing), the Adviser may not lead or participate in such round(s) of financing for a number of reasons, including, without limitation, that the company elects to raise capital from other investors or that the Adviser determines that leading such round(s) of financing may not be an attractive investment opportunity for a Fund at such time and instead would be better suited for an investment by a Customer Value-focused Fund. As a portfolio company in which a Fund has made a seed investment continues to develop and mature over time, such portfolio company may seek to raise multiple subsequent rounds of financing beyond a Seed, Series A or Series B financing. In the event the Adviser has the opportunity to lead or participate in such successive rounds of financing (or other secondary opportunities) with respect to such portfolio company, the Adviser will seek to evaluate such investment opportunities considering any factors set forth in the Organizational Documents and private placement memorandum of the applicable Fund(s). In certain instances, following its review of an investment opportunity and the relevant facts and circumstances, the Adviser is permitted to determine (without obtaining consent from the advisory committee of the relevant Fund) that such opportunity be allocated in whole or in part to other Funds without participation from the Fund that has an existing investment in the company, including the potential that another Fund may instead provide financing to such portfolio company.

Follow-on investment opportunities may present other conflicts of interest for the Adviser, including determination of the terms of the new round of financing. In some cases, a Fund, Co-Investor, or a Co-Investment Vehicle participating in a follow-on investment may be allocated

certain investment amounts by nature of another Fund's pro rata ownership or other rights in the applicable portfolio company to the extent the latter Fund or Co-Investment Vehicle has preemptive rights, rights of first refusal, or similar rights in connection with its investment in such portfolio company. In addition, a Fund, Co-Investor, or a Co-Investment Vehicle may participate in recapitalization transactions involving portfolio companies in which another Fund has already invested or will invest. Conflicts of interest arise in connection with the foregoing scenarios, including in regard to determinations of whether existing investors (which may include a Fund or Co-Investment Vehicle) are disposing of their investment in a portfolio company at a price that is higher or lower than market value and whether new investors (which may include another Fund, Co-Investor, or a Co-Investment Vehicle) are paying too much or too little for securities or other assets of a portfolio company or purchasing portfolio company securities or other assets with terms that are more or less favorable than prevailing market terms.

Other Investment Allocation-Related Conflicts

The Adviser will, from time to time, consider and reject an investment opportunity on behalf of one Fund and the Adviser or an affiliate of the Adviser is permitted to subsequently determine to have another Fund, Co-Investor or a Co-Investment Vehicle make an investment in the same company or investment opportunity. A conflict of interest arises because one Fund, Co-Investor or Co-Investment Vehicle will, in such circumstances, benefit from the initial evaluation, investigation and due diligence undertaken by the Adviser on behalf of the original Fund considering the investment. Additionally, the Adviser will, from time to time, permit a Fund, a Co-Investor or a Co-Investment Vehicle to make a new or follow-on investment (which may include an equity investment) in a portfolio company of another Fund, and the Fund, Co-Investor or Co-Investment Vehicle making such new or follow-on investment will benefit from the original Fund's ongoing monitoring of such portfolio company (including its collection of data from such portfolio company) as well as from the introduction of the portfolio company to other Adviser Personnel by members of the original Fund, in addition to the diligence previously conducted by the original Fund with regards to its investment. In each circumstance the benefitting Fund(s), Co-Investor(s) or Co-Investment Vehicle(s) will not be required to reimburse the original Fund for expenses incurred in connection with researching or performing due diligence on such investment or its ongoing monitoring of the investment and future investment opportunities in such portfolio company may arise for, and be allocated to, the benefitting Fund(s), Co-Investor(s) or Co-Investment Vehicle(s).

For example, if a venture-focused Fund makes an investment in a then-current Fund portfolio company, and in the course of evaluating and making such investment receives information directly from the respective Customer Value team or receives an introduction or recommendation from the Customer Value team, the venture-focused Fund shall not be obligated to reimburse the applicable Customer Value Fund for receiving such information. Such information may include, but is not limited to, information gathered by the Customer Value team during its initial underwriting of the portfolio company as well as ongoing data or performance monitoring information it receives throughout the course of its investment in a company. There may also be instances where Adviser Personnel focused on venture investing leverages the Customer Value team's expertise to assist on various portfolio company related matters at no cost. If a venture-focused Fund later makes an investment in a Customer Value Fund portfolio company using

information received by the Customer Value team while providing services to a venture-focused Fund, the applicable venture-focused Fund shall not be obligated to reimburse the Fund for any costs associated with receiving such information. The same would apply if a Customer Value Fund were to invest in a then-current portfolio company of a venture-focused Fund and the Customer Value team used information and resources (as mentioned above) previously gathered by Adviser Personnel focused on venture investing or receives an introduction or recommendation from Adviser Personnel focused on venture investing.

Similarly, the same conflicts regarding new and follow-on investments may arise with respect to different series within one Fund (to the extent applicable) if a subsequent series participates in an investment opportunity first considered by an earlier series in the same Fund.

The determinations made by the Adviser in connection with the allocation of investment opportunities are frequently subjective in nature and as a result, (i) an investment that was determined to be appropriate for one Fund may ultimately prove to have been more appropriate for another Fund or Co-Investment Vehicle, and (ii) in cases where potential overlap among Funds or Co-Investment Vehicles exists, the Adviser may forgo investment opportunities suitable for a Fund.

With respect to the allocation of investment opportunities among the Funds and/or Co-Investment Vehicles, the Adviser has an incentive to allocate investment opportunities among the Funds and/or Co-Investment Vehicles in a manner that the Adviser believes will maximize the economic returns (including in respect of the general partners' Carried Interest or other incentive fees in the Funds and/or Co-Investment Vehicles) to the Adviser and its affiliates and related persons. For example, the Adviser will have an incentive to allocate particular investment opportunities to one Fund over other Funds or Co-Investment Vehicles because of different rates of Carried Interest applicable to the Funds and/or Co-Investment Vehicles, and additional conflicts will arise as a result of differences in the performance of one Fund or Co-Investment Vehicle relative to the others, which may incentivize the Adviser to allocate an attractive investment opportunity to the Fund(s) or Co-Investment Vehicle(s) where it is more likely to receive Carried Interest (or a greater amount of Carried Interest) in respect of such investment than it would if such opportunity were offered to the other Funds or Co-Investment Vehicles. Furthermore, conflicts of interest may arise for Managing Directors individually to the extent such Managing Director(s) are entitled to a greater share of the Carried Interest of one Fund or Co-Investment Vehicle relative to the other Funds or Co-Investment Vehicles.

Co-Investment Opportunities

Subject to any restrictions contained in a Fund's Organizational Documents, the Adviser is permitted, but is under no obligation to, provide opportunities to co-invest with a Fund to Co-Investors (including opportunities to invest in a Fund's portfolio companies in connection with transactions in which such Fund does not participate). The Adviser from time to time provides opportunities to co-invest with a Fund to one or more investors in such Fund (or persons or entities associated with investors) or to one or more Co-Investors (or persons or entities who are not associated with investors in such Fund, which may include current or prospective investors in other Funds or Co-Investment Vehicles or a Fund or Co-Investment Vehicle to be formed in the future) without making such opportunity available to any or all such investors in such Fund.

Each investment opportunity is evaluated on a case-by-case basis, and the Adviser considers a number of factors in the course of determining whether there is a potential opportunity for co-investment (and the extent of such co-investment opportunity) alongside the Fund(s), including without limitation, the following factors:

- the factors described under the heading “Allocation of New Investment Opportunities” above with regard to how much of an investment opportunity to allocate to the Fund(s);
- the total amount of capital to be raised in connection with the investment opportunity and the portion available to the Fund(s);
- whether the Fund(s) would be subject to certain limitations on the amount the Funds may invest due to tax, regulatory, investment, or other considerations;
- whether the co-investment opportunity, and the amount of such co-investment, would disadvantage the Fund(s);
- whether co-investment by a Co-Investor would be of benefit to the business underlying the investment opportunity;
- whether the business underlying the investment opportunity desires Co-Investors; and
- whether potential conflicts of interest may exist.

Any such co-investment opportunity may be offered to one or more Co-Investors pursuant to the procedures included in such Funds’ Organizational Documents and as set forth in the following paragraphs.

The Adviser or other participants in the applicable transactions (e.g., co-sponsors) will determine, in their sole discretion, whether and to whom to offer co-investment opportunities, as well as the terms and conditions applicable to a co-investment opportunity. The Adviser from time to time provides opportunities to co-invest with a Fund to one or more investors in such Fund (or persons or entities associated with investors in such Fund), including investors with representatives on the advisory committee of such Fund or persons or entities associated with such investors, to one or more Co-Investors or to one or more persons or entities who are not investors in such Fund (or persons or entities who are not associated with investors in such Fund, including current or prospective investors in the Adviser and other Funds or Co-Investment Vehicles or a Fund or Co-Investment Vehicle to be formed in the future), and any such person or entity that is provided with an opportunity to co-invest may be offered a smaller amount of such co-investment opportunity than such person or entity desires without making such opportunity available to any and all investors in a Fund. The Adviser is permitted to enter into arrangements to provide priority co-investment allocations with certain investors in a Fund (“Strategic Co-Investors”) that the Adviser believes, among other things, can add important business development relationships or other value to the such Fund, other of the Adviser’s current or future Funds or Co-Investment Vehicles, their respective portfolio companies, or the Adviser itself, in its sole discretion. The Adviser has entered into one such arrangement with a Strategic Co-Investor pursuant to which such Strategic Co-Investor will make capital available to the Adviser for a priority allocation of co-investments

alongside the Health Assurance sector Fund as well as one of more other Funds either through Co-Investment Vehicles controlled by the Adviser or directly into such portfolio companies on an Advisory Fee-free and Carried Interest-free basis. The Adviser is permitted to enter into arrangements with investors of a Fund and/or investors in the Adviser pursuant to which such investors make capital available to the Adviser for co-investments in portfolio companies of the Funds, on a discretionary basis or otherwise.

Opportunities to co-invest with a Fund may, and typically will, be offered to some, but not all, of the investors in such Fund, or be offered to persons or entities that are not investors in such Fund (including current and prospective investors in the Adviser and other Funds) to the exclusion of some or all of the investors in such Fund, in each case in the sole discretion of the Adviser. Co-investments may be made directly in the applicable portfolio company or companies (including Newcos) or through Co-Investment Vehicles. The Adviser or its affiliates may, but are not required to, receive Advisory Fees, Carried Interest or other compensation in connection with such co-investments, the terms of which may differ from the terms of the applicable Fund(s) or from the terms of other Co-Investment Vehicles, as applicable, with regard to such matters or may differ among Co-Investors in a particular Co-Investment Vehicle. Any such fees, Carried Interest or other compensation will not offset the Advisory Fee payable by any Fund or otherwise benefit any Fund or its investors. Non-binding acknowledgments of interest in co-investment opportunities (including, but not limited to, in side letters) do not require the Adviser to notify recipients of such acknowledgments in the event a co-investment opportunity arises. The Adviser is permitted to offer co-investment opportunities to the same Co-Investor or subset of Co-Investors, including, without limitation, Strategic Co-Investors, more frequently than other investors in its sole discretion and without any notice to other investors, including those that have requested non-binding acknowledgements of interest in co-investment opportunities.

If the Adviser has determined that a co-investment opportunity may be available, it considers on a case-by-case basis in its discretion how to allocate such opportunity taking into account various factors, including, without limitation:

- whether one or more investors (or other prospective Co-Investors) has indicated a desire and willingness to evaluate and participate in co-investment opportunities of the nature being considered;
- whether the investment opportunity may be of interest to certain investors (or other prospective Co-Investor), taking into account tax, regulatory, investment, or other considerations;
- how quickly the prospective Co-Investor is able to conduct its own due diligence and make its own decision with respect to an opportunity;
- whether a prospective Co-Investor has the financial and other resources to make the investment;
- whether one or more investors in a Fund (or other prospective Co-Investors) have made capital available to the Adviser specifically for co-investment, through an account established with the Adviser or otherwise;

- whether the Adviser believes that a prospective Co-Investor will represent a good syndicate or strategic partner in connection with the investment;
- the potential of the prospective Co-Investor to introduce strategic relationships or provide operating advice or other expertise to the portfolio company;
- the size of a prospective Co-Investor's capital commitment to the applicable Fund or Funds in the aggregate (in the case of investors) or a Co-Investor's potential capital commitment to a future Fund or Co-Investment Vehicle;
- such prospective Co-Investor's status as a member of (or its association with a member of) the applicable Fund's advisory committee or the advisory committee of other Funds;
- any grants or priority contractually obligated to Strategic Co-Investors or others;
- any confidentiality concerns the Adviser may have that may arise in connection with providing the potential Co-Investor with specific information relating to the investment opportunity to permit such person or entity to evaluate the investment opportunity;
- the Adviser's evaluation of its past experiences and relationships with potential Co-Investors, such as the willingness or ability of such person or entity to respond promptly or affirmatively to potential investment opportunities previously offered by the Adviser and the expected amount of negotiations required in connection with a potential Co-Investor's commitment;
- level of demand for participation in such co-investment opportunity;
- the Adviser's evaluation of whether the profile or characteristics of the potential Co-Investor may have an impact on the viability or terms of the proposed investment opportunity and the ability of the applicable Fund to take advantage of such opportunity (for example, if the potential Co-Investor is involved in the same industry as a target company in which a Fund wishes to invest, or if the identity of the potential Co-Investor, or the jurisdiction in which the potential co-investment party is based, may affect the likelihood of a Fund being able to capitalize on a potential investment opportunity);
- whether the Adviser believes, in its sole discretion, that allocating investment opportunities to a potential Co-Investor will help establish, recognize, strengthen, or cultivate relationships, or otherwise improve the Adviser's reputation, that may provide indirectly longer-term benefits (including strategic, sourcing or similar benefits) to current or future Funds or the Adviser; and
- other factors relevant to the relationship of a particular investment opportunity to a given prospective Co-Investor.

Without limiting the generality of the foregoing, the compensation or incentives offered to an XIR or a Catalyst Advisor (or other applicable individual where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) generally includes the

opportunity for such XIR or such Catalyst Advisor to co-invest with the applicable Fund or Funds in portfolio companies with which such XIR or such Catalyst Advisor (or other applicable individual) will be actively involved, including Identified Companies or Newcos, and potential opportunities to co-invest alongside Fund(s) in companies other than a Newco or an Identified Company associated with such XIR or such Catalyst Advisor (or other applicable individual), including in companies with which other XIRs and/or Catalyst Advisors are involved or which may benefit from the XIR's or Catalyst Advisor's involvement as an investor or in which XIRs and/or Catalyst Advisor have expressed an interest in co-investing. XIRs and Catalyst Advisors (and other applicable individuals where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) have, and are expected to be, offered the ability to co-invest in portfolio companies of the Funds, including portfolio companies of Funds which have not made an investment in the XIR's or Catalyst Advisor's (if applicable) Newco.

The allocation of co-investment opportunities adds to the conflicts related to investment opportunities. The Adviser's exercise of its discretion in allocating investment opportunities with respect to a particular investment among the persons, including the Funds, Co-Investment Vehicles and potential Co-Investors, and in the manner discussed above, often will not result in proportional allocations among such persons, and such allocations often will be more or less advantageous to some such persons relative to other such persons. The Adviser may be incentivized to allocate more of an investment opportunity as a co-investment (as compared to an allocation to a Fund) to the extent it has the expectation that such co-investment would generate a more significant, or a more immediate, return for the Adviser or its affiliates. The Adviser will determine how to allocate investment opportunities in its sole discretion, considering such factors as it deems to be relevant, and there can be no assurance that the actual allocation of an investment opportunity, if any, to any Fund or the terms on which that allocation is made will be as favorable as they would be if the conflicts of interest to which the Adviser is subject, as discussed herein, did not exist.

In many cases, co-investment opportunities will be the result of investment opportunities that are available to the Fund(s) because of preemptive or other rights held by such Fund(s) with regard to the applicable company or otherwise a result of the Fund(s)' ownership of such company. The Fund(s) are not required to be compensated by other Funds, Co-Investors and/or Co-Investment Vehicles that benefit from such Fund(s) holding the preemptive or other rights or otherwise reimburse such Fund(s) for prior costs and expenses. Moreover, the Adviser is permitted to establish Co-Investment Vehicles alongside a Fund for one or more investors (including third party investors and investor in such Fund or any other Fund) in order to co-invest alongside such Fund and other Funds in one or more future investments. These Co-Investment Vehicles may be dedicated or "standing" Co-Investment Vehicles, which include both "opt-out" or "opt-in" vehicles where the Co-Investor determines whether to participate in co-investment opportunities presented to it as well as committed vehicles where the Adviser (in some or all circumstances), and not the Co-Investor, has discretion in determining whether the Co-Investment Vehicle will participate in co-investment opportunities). The Adviser may also form one or more Co-Investment Vehicles for the purpose of investing on a side-by-side basis with a Fund in each investment to be made by such Fund on a programmatic or otherwise formulaic manner as determined by the Organizational Documents of, and (in the case of any regulated products) any requirements related to the regulations applicable to, such Co-Investment Vehicle. Any such side-by-side investment is generally both to be made and to be disposed of by such Co-Investment

Vehicle at substantially the same time and on substantially the same terms as the relevant Fund's investment, subject to tax, legal, regulatory and similar considerations. In these circumstances, such Co-Investments Vehicles may have priority rights to participate alongside such Fund in investment opportunities and accordingly will reduce the investment amount available to such Fund in a particular opportunity. In instances where the Organizational Documents or applicable regulations of a Co-Investments Vehicle do not require a particular allocation amount, the Adviser intends to make such allocations in its sole and absolute discretion that it considers fair and equitable under the circumstances. The existence of these vehicles are also expected to reduce the opportunity of a Fund's investors to receive allocations of co-investment, and the amount and frequency of co-investment by any such Co-Investment Vehicles would be at the discretion of the Adviser, and such Co-Investment Vehicles may not be required to bear pro rata allocations of expenses charged to the Fund its investing alongside.

Co-Investors (including a Co-Investment Vehicle) are permitted to 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 (whether or not a Fund participates), and the description of the allocation of follow-on investment opportunities under the heading "Allocation of Follow-On Investment Opportunities" above generally does not apply to Co-Investment Vehicles. If a Co-Investment Vehicle co-invests with a Main Fund, or invests in an existing portfolio company of a Main Fund, conflicts of interest are likely to arise with respect to such Co-Investment Vehicle and such Main Fund, including conflicts similar to those described under the heading "Overlapping Investments among Clients" below (for example and without limitation, with respect to the allocation of disposition opportunities among such Co-Investment Vehicle and such Main Fund). The Adviser and/or its affiliates will allocate such disposition opportunities between such Co-Investment Vehicle and such Main Fund as they determine in their sole discretion (subject to any specific requirements in the Organizational Documents for such Main Fund and/or such Co-Investment Vehicle), taking into consideration those factors that they consider to be relevant under the circumstances (including those described under the heading "Overlapping Investments among Clients" below).

In connection with some investments, certain Co-Investors, including XIRs or Catalyst Advisor (or other actively involved individuals where the XIR program, Catalyst Advisor program or other program with a similar structure has been implemented) are permitted to receive fees, expenses, benefits or equity from a portfolio company (including Newcos and Identified Companies) in connection with services to be provided by such Co-Investor to the portfolio company (including service on the board of directors). Such amounts will not offset the Advisory Fee payable by investors or otherwise be rebated for the benefit of the investors. 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 may limit the ability of the Adviser to take actions with respect to the portfolio company that it considers to be in the best interests of the applicable Fund with which the co-investment was made. Further, it is possible that a Co-Investor may experience financial, legal, or regulatory difficulties and may, from time to time, have economic, tax, regulatory, contractual, or other business interests or goals that are inconsistent with those of

the applicable Fund and, as a result, may take a different view from the Adviser as to appropriate strategy for an investment or may be in a position to take a contrary action to the applicable Fund.

In the event that the Adviser determines to offer an investment opportunity to Co-Investors, there can be no assurance that the Adviser will be successful in offering a co-investment opportunity to potential Co-Investors, in whole or in part, that the closing of such co-investment will be consummated in a timely manner, that the co-investment will take place on terms and conditions that will be preferable for the applicable Fund or that expenses incurred by the applicable Fund with respect to the syndication of the co-investment will not be substantial. In addition, in the event that the Adviser expected to include Co-Investors in a particular transaction but is not successful in offering such co-investment opportunity to Co-Investors, in whole or in part, a Fund may consequently hold a greater concentration and have exposure in the related investment opportunity than was initially intended, which could make such Fund more susceptible to fluctuations in value resulting from adverse economic or business conditions with respect to the applicable portfolio company, and which would also reduce such Fund's ability to take advantage of other attractive investment opportunities or provide additional capital to support its other portfolio companies. In such event, the relevant Fund will bear the risk that any or all of the excess portion of such investment may not be sold or may only be sold on unattractive terms, including for example the risk that a portion of the investment will be syndicated at reduced cost, at cost, or at a lower amount at a time when the Adviser believes the value of such investment has appreciated or should be higher than that paid (or willing to be paid) by a Co-Investor. To the extent such a syndication is made, the Adviser's interest in limiting the Fund's exposure to a given investment while providing a potential benefit to Co-Investors investing at such lower values will give rise to a potential conflict of interest. As a consequence of a co-investment syndication on unattractive terms, the relevant Fund may be required to (i) bear the entire portion of any Dead Deal Costs, topping or other fees, costs and expenses related to such investment (including the proportionate share of such amounts that were expected to have been borne by Co-Investors), (ii) hold a larger-than-expected investment in such portfolio company, (iii) receive less-than-fair-market value for the syndicated portion of the investment and/or (iv) be diluted or realize lower than expected returns from such investment. When and to the extent that the Adviser, Adviser Personnel and their respective affiliates make capital investments in or alongside certain Funds, the Adviser and its affiliates are subject to potentially conflicting interests in connection with these investments. There can be no assurance that any Fund's return from a transaction would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

Allowing any co-investment generally reduces the amount of the relevant investment opportunity that theoretically could have been taken by the relevant Fund, the Adviser expects to be subject to potential conflicts of interest in determining the amount of investment opportunity that should be allocated to the relevant Fund because (i) co-invest opportunities generally appeal to Fund investors and third parties, (ii) to the extent co-investments made by Fund investors are not subjected to Advisory Fees or performance-based compensation, co-investments blend the effective rates of compensation paid by such persons in a manner not subject to the "most-favored nation" provisions of a Fund's Organizational Documents and (iii) co-investors' proportionate share of a particular investment typically is not subject to the Advisory Fee offset provisions of a Fund's Organizational Documents.

Overlapping Investments among Clients

Funds advised by the Adviser, including pooled investment vehicles advised by the Adviser in the future that do not have a similar equity and equity-related securities investment focus as the Adviser's existing Funds and Co-Investment Vehicles, are expected to invest in a broad range of asset classes throughout the corporate capital structure. These investments are expected to include loans and debt instruments, preferred equity securities and common equity securities, as well as Customer Value opportunities that purchase accounts receivables from operating companies that are portfolio companies of the Funds (which, although not considered debt, present similar conflicts to debt investments). Conflicts arise when a Fund makes investments in conjunction with an investment being made by other Funds or Co-Investment Vehicles, or in a transaction in which a Fund is making an investment in a portfolio company in which another Fund or Co-Investment Vehicle has already invested.

From time to time, different Funds and Co-Investment Vehicles may be presented with separate investment opportunities in the same portfolio company, which may be in the same or different securities or in different or overlapping levels of such portfolio company's capital structure. As a result, two or more Funds or Co-Investment Vehicles are permitted to hold or acquire investments in the same portfolio company, including where such investments are made at different times or in proportions that differ from pre-existing ownership percentages. Such investments may be coincident with or precede one another. Conflicts of interest will arise in connection with making, holding and disposing of such investments, including, without limitation, with regard to valuation and terms of investment, exit timing or terms and other matters. For example, if one or more Funds (or series thereof, to the extent relevant) and/or Co-Investment Vehicles invest in a portfolio company of another Fund (or series thereof) or Co-Investment Vehicle at a higher implied valuation than the valuation implied by the financing round in which the initial Fund or Co-Investment Vehicle participated, such subsequent financing round may significantly delay exit opportunities for the Fund or the Co-Investment Vehicle with the preexisting investment and may incentivize the Adviser to cause such Fund or Co-Investment Vehicle to hold the securities of such portfolio company for a longer period than it otherwise would. Even if investments by two or more Funds (or series thereof, to the extent relevant) and/or Co-Investment Vehicles are made at the same time and in the same proportions, and in the same security or other asset types, conflicts may arise because of different liquidity needs and different time horizons among such Funds (or series thereof, to the extent relevant) and/or Co-Investment Vehicles. In addition, where multiple Funds (or series thereof, to the extent relevant) and/or Co-Investment Vehicles invest in the same company at different times, the first Fund (or series thereof) or Co-Investment Vehicle to invest typically will bear a higher level of diligence and transaction fees, costs and expenses than later Funds (or series thereof) and/or Co-Investment Vehicles. To the extent a transaction does not proceed, the first Fund (or series thereof) to invest typically will bear the full amount of Dead Deal Costs relating to the transaction, regardless of whether other Funds (or series thereof) and/or Co-Investment Vehicles could or would have invested in the company in potential future transactions. To the extent a transaction does not proceed, as discussed earlier, such Dead Deal Costs typically will not be allocated to the Co-Investment Vehicles and will be paid solely by the Fund(s).

In some cases, preemptive rights, rights of first refusal, co-sale rights, or other similar rights with respect to a portfolio company held by a Fund or Co-Investment Vehicle that has an investment in

such company may be exercised by or for the benefit of another Fund or Co-Investment Vehicle that has also invested, or is then investing, in such company. In addition, in the event a Fund were to enter into a secondary transaction to sell interests in a portfolio company with which a Co-Investment Vehicle or Co-Investor also made an investment, it is possible that, in certain circumstances, the Adviser will agree to providing the Co-Investor or Co-Investment Vehicle tag along rights to also sell a proportional amount of its interests in the portfolio company. As a result, the obligation to provide tag along rights to the Co-Investor or Co-Investment Vehicle could reduce the amount of liquidity the Fund itself would have received in the secondary transaction had such an obligation not existed.

A Fund may invest in securities or other assets of a portfolio company that are of a different type or that have different rights than the securities or other assets of such portfolio company that are held by another Fund or Co-Investment Vehicle. As a result, the interests of a Fund in respect of such portfolio company may not be aligned in all circumstances with the interests of other Funds and/or Co-Investment Vehicles that have invested in such portfolio company, particularly to the extent that one Fund or Co-Investment Vehicle holds more junior or senior debt or equity interests relative to the interests held by the other Fund or Co-Investment Vehicle, which could create actual or potential conflicts of interest or the appearance of such conflicts. Such conflicts or potential conflicts are particularly acute if the portfolio company experiences financial distress or where one or more Funds or Co-Investment Vehicles have a material influence on the management of the portfolio company. Actions may be taken by one or more Funds or Co-Investment Vehicles with respect to a portfolio company that are adverse to one or more other Funds or Co-Investment Vehicles. In certain cases, an investment by a Fund or Co-Investment Vehicle in a portfolio company of another Fund or Co-Investment Vehicle may preclude or limit the exercise of rights by the Fund or Co-Investment Vehicle with the existing investment in respect of such company. In addition, investments by more than one Fund and/or Co-Investment Vehicle in a single portfolio company will also raise the overall risks associated with using assets of a Fund to support positions taken by other Funds and/or Co-Investment Vehicles, or that a Fund may remain passive in a situation in which it is otherwise entitled to vote.

The involvement of separate Funds and/or Co-Investment Vehicles at both the equity and debt levels of a portfolio company could inhibit strategic information exchanges among fellow creditors. In certain circumstances, Funds may be prohibited from exercising voting or other rights, and may be subject to claims by other creditors with respect to the subordination of their interest. Similarly, the Adviser's ability to implement a Fund's strategy effectively will be limited to the extent that contractual obligations entered into in respect of the activities of other Funds or Co-Investment Vehicles impose restrictions on such Fund engaging in transactions that the Adviser may be interested in otherwise pursuing.

The foregoing conflicts of interest may be more pronounced in the case of financial distress of a portfolio company of more than one Fund and/or Co-Investment Vehicle. For example, if such portfolio company requires additional financing as a result of financial or other difficulties, it may not be in the best interests of a Fund that holds senior secured debt issued by such portfolio company to provide such additional financing. Such Fund or Co-Investment Vehicle may take actions in its own interests with respect to its rights as a creditor (for example, with respect to breaches of covenants) that may be adverse to the interests of a Fund holding more junior debt or

equity securities. The Fund holding more junior debt or equity securities of such portfolio company may be at risk of suffering losses in respect of its investments as a result of such portfolio company's financial difficulties if such company is not able to secure additional financing. In such cases, each Fund and/or Co-Investment Vehicle (if applicable) will supply additional capital in such amounts, if any, as determined by the Adviser in its discretion based on the interests of such Fund and/or Co-Investment Vehicle (if applicable), but the ability of the Adviser and its affiliates to recommend or take actions in the best interests of the Funds holding more junior debt or equity securities may be impaired by the overlapping investments of other Funds and/or Co-Investment Vehicles. Moreover, there may be instances where the Adviser may determine that a Customer Value-focused Fund should not provide additional financing or fund future funding commitments as a result of poor company performance, financial distress of the company or other reasons. If another venture-focused Fund is also invested in the same company, this may result in the necessity for new equity funding on sub-optimal terms, which would be the detriment of such venture-focused Fund. As a result, the recommendations or actions taken by the Adviser and its affiliates will not be in the best interests of both Funds that have invested in the same portfolio company.

In certain cases, a Fund may have control of (or a material influence on) the management of a portfolio company in which more than one Fund holds an investment, such as where a Fund is a controlling shareholder of a portfolio company in which another Fund holds an interest, or is a minority shareholder with the ability to control financing and exit transactions as a result of certain minority shareholder protections. In such cases, the Adviser or its affiliates are likely to have the ability to determine (or significantly influence) the outcome of all matters requiring board of directors or stockholder approval, including matters relating to a change of control of such company, policies and procedures, future issuances of securities, payment of dividends, incurrence of debt, entering into extraordinary transactions, a change in the composition of such company's board of directors, and any acquisition of such company. In addition, a controlling Fund (or Fund that has the ability to elect members to a portfolio company's board) is likely to have the ability to determine, or influence, the outcome of operational matters and to cause, or prevent, a change in control of such company. As a result, the interests of the applicable Funds with respect to the management, investment decisions or operations of the applicable portfolio company may at times be in direct conflict with each other, and the Adviser may face actual or apparent conflicts of interest in exercising control over such portfolio company.

For example, there may be instances where a venture-focused Fund has a protective provision or consent right (or preferred director consent right) in a company in which a Customer Value Fund is looking to make an investment. It is possible that the venture-focused Fund (or its representative director on the company board) votes to not approve the Customer Value Fund's investment in the company so that the company will instead choose to raise additional equity capital; thus instead creating a potential investment opportunity for the venture-focused Fund. It is possible that the Adviser representative director on the company board votes to approve the Customer Value Fund's investment in the company, which may be the detriment of the venture-focused Fund as such venture-focused Fund would no longer be able to participate in providing additional financing to the company. There may also be instances where the Adviser determines to have a Customer Value Fund extend financing to a current portfolio company of a venture-focused Fund, which has the result of increasing the valuation of the portfolio company (by providing funding that would allow the company to raise more equity capital), and would benefit the venture-focused Fund that made

the equity investment in the company. In certain instances, the Adviser may determine that a venture-focused Fund and a Customer Value Fund may extend (jointly or in the form of different term sheets) investment offers to a company which may have the effect of enabling the venture-focused Fund to receive more favorable terms (e.g., an equity investment at a lower valuation) relative to what the venture-focused Fund would have received had the Customer Value Fund not also extended the company financing terms alongside the venture-focused Fund.

It is possible that, in a bankruptcy proceeding, a Fund's interests may be subordinated or otherwise adversely affected by virtue of another Fund's and/or Co-Investment Vehicle's involvement and actions relating to their investment. This may result in a loss or substantial dilution of a Fund's investment, while another Fund and/or Co-Investment Vehicle recovers all or part of its investment or other amounts in respect of such portfolio company.

In addition, there may be instances where the Adviser decides to have a Fund make an investment in a then-current portfolio company of another Fund and/or Co-Investment Vehicle because such portfolio company is unable to raise additional equity capital on attractive terms, or for other reasons. In such a scenario, the Adviser would be incentivized to have such Fund make an investment in the portfolio company in order to help prevent the original Fund's and/or Co-Investment Vehicle's equity investment from being diluted, and to help bridge the equity funding gap with respect to the portfolio company. Because there can be no assurance that the investment by the later Fund will be successful, this situation creates an apparent conflict of interest as the later Fund would be investing in order to help, and to the benefit of, the original Fund or Co-Investment Vehicle and its respective portfolio company.

Furthermore, there can be no assurance that the terms of, or the returns on, a Fund's (or series thereof, to the extent relevant) investment in a portfolio company will be equivalent to, or better than, the terms of or the returns obtained by, the other Fund(s) (or series within a Fund, if applicable) or Co-Investment Vehicles that may be invested in such portfolio company.

Where more than one of the Funds (or series thereof, to the extent relevant) and/or Co-Investment Vehicles holding similar securities of the applicable company are invested in the same company, the Adviser and its affiliates will allocate disposition opportunities, which may include different forms of disposition at the same time and may not be on a pro rata basis, with respect to such company among such Fund(s) and/or Co-Investment Vehicles in their sole discretion, taking into account such factors that the Adviser and its affiliates deem relevant under the circumstances, including, without limitation: the relevant provisions in agreements related to the applicable Funds' and/or Co-Investment Vehicles' investments in the portfolio company (such as "tag-along" or "piggy-back" rights); the applicable Funds' and/or Co-Investment Vehicles' respective levels of ownership of such portfolio company; the amount of gain (or loss), realized and unrealized, on each applicable Fund's and/or Co-Investment Vehicle's investment in the portfolio company at the time of such disposition opportunity; liquidity needs for each applicable Fund and/or and/or Co-Investment Vehicle and the investment cycle of each applicable Fund and/or Co-Investment Vehicle; respective holding periods for the investment of each applicable Fund and/or Co-Investment Vehicle; the nature of the investment and the disposition opportunity, including the size of the opportunity; current and anticipated market conditions; tax, legal or regulatory considerations; and such other factors that the Adviser considers to be relevant. In some cases,

disposition opportunities may be relevant for certain types of securities of the applicable portfolio company held by certain Funds and/or Co-Investment Vehicle but not for other types of securities of such portfolio company held by other Funds and/or Co-Investment Vehicle. In addition, it is likely that in the event that more than one of the Funds or Co-Investment Vehicles hold securities of the same portfolio company, a disposition or exit of such portfolio company may be done on a non-pro rata basis. Co-Investment Vehicles and/or Co-Investors may have “tag-along” or “piggy-back” rights alongside a Fund in the event such Fund disposes of its shares. Such rights may limit the ability of such Fund to obtain liquidity and may reduce the amount of liquidity available to such Fund.

The Adviser may give advice, or take actions, with respect to the investments of one Fund (or different series over the life of a Fund, if applicable) and/or Co-Investment Vehicle that it may not give or follow with respect to other Funds (or all of the Funds) (or any respective series within a Fund, if applicable) or Co-Investment Vehicles. The Adviser and its affiliates may also express inconsistent or contrary views of commonly held investments or of market conditions more generally.

In connection with its Customer Value strategy, the Adviser expects to utilize separate entities (“Arrangers”) to manage and administer certain master agreements which include ongoing commitments to advance funds associated with a portfolio company’s ongoing customer acquisition expense. The Adviser may cause such master agreements to be assigned from earlier Customer Value-focused Funds to such Arrangers. The Arranger’s role may include collecting monies owed to the portfolio companies or paid to the portfolio companies and distributing such monies to the Funds who hold the investment to which any such monies pertain.

Conflicts Related to Purchases and Sales

Subject to any requirements set forth in the Organizational Documents of a Fund, from time to time, the Adviser may sell all or a portion of certain of a Fund’s investments to one or more investors in such Fund or another Fund. The Adviser will select the purchaser(s) of such investments considering factors it determines to be relevant in its sole discretion. The sales price obtained in such transactions will be mutually agreed to by the Adviser and such purchaser(s); however, determinations of sales prices involve a significant degree of judgment by the Adviser. Although the Adviser is not obligated to solicit competitive bids for such sales transactions or to seek the highest available price, it will first determine that such transaction is in the best interests of the selling Fund, taking into account the sales price, the other terms and conditions of the transaction and other factors it determines to be relevant under the circumstances. There can be no assurance, in light of the performance of the investment following such a transaction, that such transaction will ultimately prove to be the most profitable or advantageous course of action for the selling Fund.

In connection with a co-investment opportunity, the general partner of a Fund, in its discretion, is permitted to sell an interest in one or more of the applicable Fund’s portfolio companies to one or more Co-Investors (i.e., a post-closing sell-down). Subject to the Organizational Documents of the applicable Fund, the Adviser is permitted to decide not to charge a Co-Investor for any applicable interest costs associated with the time elapsed between the closing of such Fund’s investment in a portfolio company to the date of the transfer of interests in such portfolio company to the applicable

Co-Investor. In addition, the Adviser is not be obligated to, and may determine not to, charge a Co-Investor for any fees or expenses incurred by a Fund in respect of a co-investment opportunity that was acquired by such Fund and subsequently sold to such Co-Investor.

Cross-Transactions

From time to time, a Fund may purchase securities of one or more companies from another Fund (including a Co-Investment Vehicle), or may sell securities of portfolio companies to another Fund (including a Co-Investment Vehicle). Such a transaction entails a conflict of interest because the Adviser or an affiliate thereof acts for both the buying Fund or Co-Investment Vehicle and the selling Fund or Co-Investment Vehicle and may have an incentive to improve the performance of one Fund or Co-Investment Vehicle (for example, by selling an underperforming asset to another Fund in order to increase the Carried Interest payable to the Adviser or its affiliates by the selling Fund or Co-Investment Vehicle). In addition, by not exposing a transaction of this nature to market forces, a selling Fund may not receive the best price otherwise possible. Except for any such transactions contemplated by the Organizational Documents of a Fund (including any purchase by such Fund of a “warehoused” investment from another Fund, Co-Investment Vehicle, the Adviser or affiliate thereof), any such transaction involving a purchase or sale by one Fund from or to another Fund (including Co-Investment Vehicles) either would be on arm’s-length terms or would be subject to the consent of the advisory committee of such Fund, unless otherwise not required under the applicable Organizational Documents. In some cases, the Adviser may seek the consent of the advisory committee of a Fund for such a transaction even if such transaction is on arm’s-length terms and such consent is not otherwise required by such Fund’s Organizational Documents.

The Adviser has established certain policies relating to cross transactions, including that appropriate disclosures be made to the applicable Fund(s) regarding any proposed cross transactions.

Without limiting the generality of the foregoing, if the Adviser determines that a Fund no longer has sufficient remaining capital available (which includes factoring in capital reserved for future investments and expenses) to invest in new portfolio investments prior to the formation of the Fund, the Adviser anticipates that it will cause such Fund or an affiliate thereof, or potentially a Co-Investment Vehicle, to acquire investments within the Fund’s investment focus with the intention of transferring such investments (or a portion thereof) to another Fund or Co-Investment Vehicle after its formation, at a price equal to the cost of such investments plus unreimbursed transaction-related expenses (including, without limitation, any interest or expenses incurred in connection with any borrowing related to such investments) incurred by such Fund, Co-Investment Vehicle or any of their affiliates and an interest equivalent amount. Additional information about any such “warehoused” investments will be made available to investors in the Fund’s Organizational Documents.

Warehousing Arrangements

As mentioned in “Cross-Transactions” above, under the terms of the Organizational Documents of the relevant Fund, the Adviser reserves the right to form one or more persons or vehicles specifically established by the foregoing persons for purposes of warehousing investments on

behalf of a Fund (each, a “Warehousing Vehicle”) that is controlled by the Adviser (or any affiliate thereof) and the economic interests of which are owned by one or more holders of a direct or indirect interest in the Adviser (or one or more affiliates of such a holder). Such Fund will be permitted in the Adviser’s sole discretion to purchase from any Warehousing Vehicle, and any Warehousing Vehicle will be permitted to sell to the relevant Fund, certain securities and other investments acquired by such Warehousing Vehicle with the intended purpose of selling such securities or other investments to such Fund, a parallel fund, an employee co-invest vehicle, any alternative investment vehicle, or any Co-Investment Vehicle (“Warehoused Investments”), provided that certain Firm-affiliated persons will be prohibited from holding an economic interest in Warehousing Vehicles. In addition, subject to the applicable Organizational Documents, a Fund will be permitted in its general partner’s sole discretion to purchase from certain Co-Investment Vehicles, and such Co-Investment Vehicles will be permitted to sell to such Fund, certain assets and other investments acquired by such Co-Investment Vehicle with the intended purpose of selling such assets or other investments (or a portion thereof) to the Fund, a parallel fund, an employee co-invest vehicle or any alternative investment vehicle. The arrangements with such Warehousing Vehicle or Co-Investment Vehicles are expected to (i) obligate a Fund to acquire Warehoused Investments from such Warehousing Vehicle or Co-Investment Vehicle and (ii) permit the Adviser to require the Warehousing Vehicle or Co-Investment Vehicle to sell Warehoused Investments held by such Warehousing Vehicle or Co-Investment Vehicle to a Fund, in each case upon certain conditions and terms (including price, calculated at the Warehousing Vehicle’s or Co-Investment Vehicle’s original cost for such Warehoused Investments plus certain expenses). Although Warehousing Vehicles and arrangements with Co-Investment Vehicles are generally expected to provide a Fund with additional investment flexibility and the fixed pricing arrangement is intended to reduce potential conflicts of interest, as a result of utilizing a Warehousing Vehicle, it is possible that a Fund could be required to purchase such Warehoused Investments at an undesirable point in time or at a price at which a Fund otherwise may not have made such purchase absent such obligation. Furthermore and subsequent to any purchase by a Fund, Warehouse Vehicles may continue to hold positions in warehoused investments as Co-Investors alongside a Fund.

Over Commitments

In order to facilitate investments, a Fund may make (or commit to make) an investment with a view to selling a portion of such investment to other entities managed by the applicable general partner, the Adviser, Co-Investors or other persons or entities. A Fund may obtain third-party financing prior to or within a brief period after the closing of the acquisition of such investment. Such investments will typically be sold to such other entities managed by the Adviser at fair value, at cost plus an interest component, or at such other price determined by the Adviser in good faith under the circumstances and in accordance with any fiduciary obligation of the Adviser under applicable law. In the event a Fund makes such an investment, such Fund will bear the risk that any or all of the excess portion of such investment may not be sold or financed or may only be sold or financed on unattractive terms and that, as a consequence, such Fund may bear the entire amount of any breakup fee or other fees, costs and expenses related to such investment, hold a larger portion than expected of such investment (and thus such Fund’s investment portfolio could become significantly concentrated in a particular investment) or may realize lower than expected returns from such investment. Such Fund will also bear the risk that any persons or entities

acquiring an interest in such an investment after the closing of such investment may acquire such interest on terms that may not reflect the then-current value of such investment. A Fund is permitted to borrow to fund the portion of an investment that it intends to sell to other persons or entities. If such other persons or entities do not ultimately invest in such investment, such Fund will bear the interest and other expenses relating to any such borrowing or investment as well as any Dead Deal Costs related thereto. To the fullest extent permitted by law, neither the Adviser nor any of its affiliates will be deemed to have violated any duty or other obligation to such Fund or any of such Fund's investors by engaging in such investment and sell-down activities.

Principal Transactions

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

Bulk Sales of Assets; Sale of Assets Alongside Other Clients

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

While this type of transaction results in earlier liquidity for a Fund, the total proceeds received by such Fund could be less than the amount such Fund would have received if it had continued to hold each investment until the applicable portfolio company itself had a liquidity event (such as an acquisition or an initial public offering or until the contractual payment stream associated with such investment ends pursuant to the contract relating to such investment (as applicable)). To the extent that multiple investments of a Fund are sold in any such transaction, the amount of proceeds received by such Fund with respect to such investments may be less than the amount that could have been obtained if such assets had been sold separately, and may be at a discount to the value at which such Fund was carrying such investment at the time of the applicable transaction. In addition, one or more other Funds (including a Co-Investment Vehicles) may sell investments alongside a Fund in such a transaction. In connection with any such transaction involving more than one Fund or Co-Investment Vehicles, it is expected that the sale proceeds (and certain related transaction expenses) will need to be allocated among the participating Funds and Co-Investment Vehicles. 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 applicable Funds and Co-Investment Vehicles reported to their respective investors, the relative values assigned to the investments (or certain investments) being sold in the transaction by the secondary buyer (which could be influenced by the buyer's desire to discourage other parties from exercising rights of first refusal, co-sale or other similar rights), adjustments to the transaction price to account for distributions received and/or contributions made by the applicable Fund(s) and/or Co-Investment Vehicle(s) with respect to any such investments between the "record date" and the closing date of the transaction and such other adjustments and considerations deemed relevant by the Adviser. Accordingly, the amount of proceeds (and related transaction expenses) that would be allocated among the applicable Funds and Co-Investment Vehicles is uncertain and could be materially different than would be the case had other factors been considered relevant (or more relevant) by the Adviser. Conflicts may arise with respect to any such allocation methodology, as the Adviser and its affiliates may have an incentive to allocate such proceeds and transaction expenses between the applicable Funds and Co-Investment Vehicles in a manner that the Adviser and its affiliates believe will maximize the amount distributable to the applicable general partners with respect to the Carried Interest payable by the Funds and Co-Investment Vehicles. In any event, the amount received by a Fund in such a transaction involving multiple Funds and Co-Investment Vehicles may be less than the amount that such Fund would have received if only such Fund's investments were sold in such transaction. Such a transaction may also have other benefits for the Adviser (such as reducing the number of portfolio companies that it is overseeing and monitoring) that are not directly shared by investors in the Funds. If the secondary buyer is an affiliate of the Adviser (e.g., another Fund or Co-Investment Vehicle), consent of the advisory committee of the selling Fund would be required for such transaction pursuant to the Organizational Documents unless such transaction is on arm's-length terms. In some cases, the applicable general partner may seek the consent of the advisory committee of the selling Fund for such a transaction even if such transaction is on arm's-length terms and such consent is not otherwise required by such Fund's Organizational Documents.

Secondaries and other GP-Led Transactions.

There continues to be a significant market in the private fund sector for secondary sales, GP-led transactions, continuation funds, successor fund investments and other transactions for the

disposition of investments, and the Adviser reserves the right to dispose of (or seek additional capital for) Fund investments through such means. Many of these transactions involve an auction process run by an investment bank and a buyer (or buyer group) that agrees to purchase a portion of one or more investments that will continue to be managed by the Adviser following the transaction. Such transactions are undertaken for various reasons, including, for example, to balance competing interests between offering liquidity to existing limited partners and maintaining exposure to an asset where the Adviser believes there is the potential for additional value generation. Where undertaken, existing limited partners typically are offered certain options relating to receiving liquidity from the transaction or continuing to maintain exposure to the asset, assets or a new portfolio of assets (including a portfolio that combines assets from multiple Funds sponsored by the Adviser and its affiliates), often on different terms than the original investment. However, certain of such transactions are expected to require a limited partner to invest additional capital in the existing Fund and/or other investment vehicles, a greater exposure to one or more particular portfolio company, and/or a delay in the full liquidation of its investment. In other circumstances, even limited partners that elect to continue to hold a direct or indirect interest in the relevant portfolio company will have their interest adjusted as if distributed (i.e., a portion of such interest will be allocated to the relevant general partner to the extent of its right to receive Carried Interest, if any), effectively diluting their interests.

Each of these transactions has the potential for conflicts between the interests of a Fund or limited partner and those of the Adviser or any buyer group that typically are not applicable to more traditional investment sales. For example, in circumstances where the Adviser or an affiliate will continue to manage and receive fees and/or performance-based compensation relating to the subject assets following the transaction (potentially in addition to performance-based compensation earned by the relevant Fund's general partner on the sale of an asset from an existing Fund in such transaction), their incentives are expected to diverge from those of limited partners who elect to sell their interests. Similarly, there are potential conflicts of interest among the selling Fund, the Adviser, the relevant general partner and any buyer group relating to the valuation and consideration offered for the investment(s) subject to the transaction. To the extent the Adviser requires existing limited partners and/or new buyers to commit capital to a continuation fund or another Fund managed by the Adviser in addition to the purchase amount paid in a transaction, such requirement is expected to have a dilutive effect on the purchase price for the selling Fund and its limited partners. There can be no assurance that any such transaction will accurately reflect the fair market value of the Fund investment(s) being sold. Further, the relevant general partner is expected to be incentivized to make investments in portfolio companies with the view of holding such investments for longer periods of time or to make investments that it would not otherwise have made if the possibility of liquidity through a secondary transaction did not exist. Where Co-Investors historically have been invested in an investment subject to such a transaction, there can be no assurance that they will receive the same liquidity or other options as limited partners in the relevant Fund, and in such circumstances the Adviser reserves the right to compel Co-Investors to receive cash or continue to hold an interest in the relevant investment. In other circumstances, certain limited partners will not be permitted to continue to maintain exposure to the asset(s) due to a lack of eligibility to invest in a continuation vehicle under relevant securities, tax or other considerations. Although relevant potential conflicts of interest are disclosed to limited partners and/or the relevant advisory committee prior to the closing of the transaction, there can be no assurance that the Adviser will successfully identify all conflicts of interest or resolve or mitigate

all such conflicts of interest in favor of Fund or any individual limited partner or group of limited partners. However, the Adviser reserves the right, in its sole discretion, to determine to engage in such transactions, subject to any approvals required in the relevant Organizational Documents. The Adviser is permitted to seek the consent of the relevant Fund advisory committee to approve conflicts associated with such transactions and accordingly not all limited partners will necessarily be able to approve or disapprove of such transactions. Similar to any prospective sale or disposition of Fund investments, to the extent such transactions are not consummated, the Fund is expected to bear all of the related costs in the absence of an agreement with other parties to bear a portion of such costs.

Charitable Foundation Grants

The Adviser is permitted to, and intends to, encourage founders of portfolio companies (typically “hatch” investments) to grant or issue to certain charitable foundations, including foundations affiliated with the Adviser or its personnel, interests in portfolio companies of a Fund in order to fund the operations and grants of the relevant foundation. The Adviser will encourage or facilitate these grants, issuances, or sales of shares to charitable foundations that the Adviser believes has some connection to the portfolio company’s purpose, mission or industry. The Adviser desires to foster and create opportunities for collaboration and innovation by helping to bring together different organizations who might be aligned in values and purpose.

Granting such interests on a gratis basis will result in a dilution of a Fund’s interests in the portfolio company without the portfolio company receiving the commensurate capital to fund its operations. In some instances, such charitable foundations may pay little or no amounts for equity from portfolio companies and will not share in paying expenses associated with such investments, grants, “hatch” set-ups, etc. Such equity received by certain charitable foundations may be different (e.g., founder preferred stock) and may involve more favorable rights or preferences than those received by the Fund(s). Further, because such grant is likely being made to a charitable foundation that has an affiliation or association with the Adviser (including Adviser Personnel, advisors, XIRs, Catalyst Advisors, portfolio company officers), conflicts of interest arise in relation to the decision to grant the interests in the first place in that the founders would not have made such grants without the Adviser’s instructions to do so and the tangible and intangible benefits that inure to the relevant the Adviser individuals by being associated with a charitable foundation.

Secondary Transfers of Fund Interests

To the extent the Adviser is asked to consent to a transfer of interests in a Fund, the Adviser generally may do so in its sole discretion, taking into account such factors that the Adviser determines to be relevant under the circumstances, which may include, without limitation:

- whether the potential purchaser is an existing investor in such Fund or other Funds or Co-Investment Vehicles;
- the Adviser’s evaluation of the financial resources of the potential purchaser, including its ability to meet capital contribution obligations;

- the Adviser's perception of its past experiences and relationships with the potential purchaser, including its belief that the potential purchaser would help establish, recognize, strengthen, or cultivate relationships that may indirectly provide longer-term benefits to the Funds or Co-Investment Vehicles (including Funds or Co-Investment Vehicles to be formed in the future), the Adviser or their affiliates;
- the expected amount of negotiations required in connection with the potential purchaser's investment;
- whether the potential purchaser would subject the Adviser, the applicable Fund or their respective affiliates to legal, regulatory, reporting, public relations, media, or other burdens;
- requirements in the applicable Organizational Documents; and
- the likelihood that a potential purchaser would make an investment into another Fund or Co-Investment Vehicle (including a Fund or Co-Investment Vehicle to be formed in the future), including any concurrent commitment by a potential purchaser to make such an investment.

Additionally, one of the requisites to such consent may be an opinion of a Fund's counsel that such a transfer would not subject such Fund, the applicable general partner or the Adviser to any regulatory or tax requirements or result in the violation of any applicable law or governmental regulation. The transferor and transferee will generally be required to bear the cost of such legal opinion along with transfer expenses, which may be costly.

Other Activities of the Managing Directors

The Managing Directors who are responsible for managing a particular Fund will devote such time as is reasonably necessary to conduct the affairs of the Funds in an appropriate manner. However, it is expected that the employees of the Adviser and the Managing Directors will be engaged in other activities unrelated to the particular Fund, including making, conducting due diligence activities in respect of and supervising the investments of other Funds or Co-Investment Vehicles and future Funds or Co-Investment Vehicles formed by the Adviser or its affiliates, to the extent not restricted by a Fund's Organizational Documents, each of which may have similar or overlapping investment objectives. Conflicts of interest arise in allocating time, services, resources, or investment opportunities among the investment activities of the Funds and any other funds or Co-Investment Vehicles. The Managing Directors are also expected to devote time to activities or endeavors outside of the Funds including, without limitation, managing personal or family investments and attending to charitable, community endeavors or venture capital and private equity industry-related endeavors. In addition, certain Managing Directors sitting on the investment committee of one Fund may also serve on the investment committee of other Funds, or of funds that may be managed by an affiliate of the Adviser. This has the potential to create conflicts of interest in providing advice and recommendations with respect to investments to the Funds.

Formation of New Funds

Subject to the terms of the applicable Funds' Organizational Documents, which generally will contain provisions restricting, for certain periods of time, the formation of additional funds with a substantially similar investment focus as the applicable Fund and that would be competitive with such Fund, the Adviser may establish additional Funds or Co-Investment Vehicles (including Funds or Co-Investment Vehicles which would be competitive, or have an investment focus that overlaps to some extent, with the Funds existing at such time), with investment objectives substantially similar to, or different from, the existing Funds advised by the Adviser, and the creation of such additional Funds and/or Co-Investment Vehicles will give rise to conflicts of interest between the existing Funds and such additional Funds and Co-Investment Vehicles with respect to allocation of investment opportunities and other matters such as the conflicts described in this Item 11.

Adviser Personnel Joining Portfolio Companies, including Newcos and Identified Companies

In certain instances, based upon the needs of a portfolio company, including Newcos and Identified Companies, and the desire of one or more employees of the Adviser (which may include persons who are participants in one or more general partners) to further his or her professional development by working for a portfolio company, such employee of the Adviser may decide to become an employee of such portfolio company, in which case, such employee of the Adviser would devote all or a substantial portion of his or her business time to the activities and operations of a portfolio company (and would typically cease to be an employee of the Adviser). As an employee of a portfolio company, such person would receive some or all of their compensation (including salary, bonus, equity and benefits) from such portfolio company instead of, or in addition to, compensation from the Adviser. Because the operating costs of a portfolio company, including Newcos and Identified Companies, are generally funded out of proceeds received from investments by a Fund, such Fund would then indirectly be funding some or all of the compensation and compensation-related expenses of such employee (or former employee) of the Adviser while such person is being paid by such portfolio company. In addition, certain of such employees (or former employees) providing services to a portfolio company, including Newcos and Identified Companies, are permitted to receive equity or, with respect to a Newco, a "profits interest" similar to an XIR or a Catalyst Advisor (or other actively involved individual where the XIR or Catalyst Advisor program structure has been implemented) that entitles such person to a percentage of the applicable Fund's profits on a particular portfolio investment associated with such Newco, generally if a certain return threshold is met for such Fund's investment. Any amounts payable to such an employee (or former employee) of the Adviser in respect of his or her equity in a portfolio company, including a "profits interest" in a Newco, would reduce the returns to the applicable Fund with respect to the applicable portfolio company investment and, in addition, do not result in an offset to the Advisory Fee payable by such Fund.

New Individuals joining the XIR or Catalyst Advisor Program from the Adviser's Ecosystem

As part of its investment strategy, including investments through its XIR or Catalyst Advisor program (or investments utilizing the XIR program, Catalyst Advisor program, or other similar program structure), the Adviser will, on behalf of the Funds, seek to identify and invest in experienced and talented entrepreneurs or former executives who have highly relevant and sector-

specific domain expertise and operational experience. The Adviser will evaluate individuals from its ecosystem to determine whether such individuals could potentially join the XIR program or Catalyst Advisor program as an XIR or a Catalyst Advisor, respectively, with the goal of becoming involved with an existing business or starting a new business or, if not part of the XIR program or the Catalyst Advisor program, whether such individuals could positively influence the growth and value of a current or prospective portfolio company of a Fund or start a new company in which a Fund would potentially invest as part of the Adviser's "hatch" strategy (as described in Item 8 above). As part of such evaluation, the Adviser will consider entrepreneurs and executives from current and former portfolio companies of Funds. In the event an entrepreneur or executive were to leave a portfolio company of a Fund to join the XIR program or the Catalyst Advisor program as an XIR or a Catalyst Advisor, respectively, or to join (or otherwise provide services to) the business and operations of the company from which the individual departed (and, as a result, the performance of the Fund that invested in such company) could be negatively affected as a result of such individual's departure from such company.

Future Managing Directors and Other New Adviser Personnel from Portfolio Companies

From time to time, the Adviser has hired, and is permitted to in the future to hire, individuals from its ecosystem to serve as Managing Directors or in other employment roles with the Adviser (including such persons who may be recruited by the Adviser for such positions). Such individuals may include current and former entrepreneurs and executives (including XIRs and Catalyst Advisors) from portfolio companies of the Funds. In the event an entrepreneur or executive were to leave a portfolio company of a Fund to join the Adviser as a Managing Director or in another employment role at the Adviser, such company's business and operations (and, as a result, the performance of the Fund that invested in such company) could be negatively affected by such individual's departure from the company.

Movement of Executives and Entrepreneurs among Portfolio Companies

In certain situations, an entrepreneur or portfolio company executive may decide to leave a portfolio company of a Fund to join (or otherwise provide services to) another current or prospective portfolio company of such Fund or another Fund or Co-Investment Vehicle. In such instances, the business and operations of the portfolio company from which the individual departed (and, as a result, the performance of the applicable Fund invested in such portfolio company) could be negatively affected as a result of such individual's departure from such portfolio company. In the event an entrepreneur or executive leaves a portfolio company of one Fund to join a portfolio company of a different Fund or Co-Investment Vehicle, one Fund or Co-Investment Vehicle may benefit to the detriment of the other Fund.

Use of Portfolio Company Data

The Adviser and its affiliates receive and generate various kinds of portfolio company data and other information, including data and information related to financial, industry, market, business operations, trends, budgets, customers, suppliers, competitors, and other metrics. This information may, in certain instances, include material non-public information received or generated in connection with efforts on behalf of a Fund's investment (or prospective investment) in a portfolio company. As a result, the Adviser is better able to anticipate macroeconomic and other trends, and

otherwise develop investment strategies and allows the Adviser, the Funds and their portfolio companies to better discern economic or other trends and developments. The Adviser believes that all Funds benefit from these arrangements in ways that would be impossible without the ability to aggregate data from across the Adviser's businesses and their portfolio companies. However, information sharing may involve conflicts of interest between the Funds and/or between the Funds and the Adviser. For example, data analytics based on inputs from one portfolio company may inform business decisions by other portfolio companies, or investment decisions by the Adviser and its affiliates, without compensating or otherwise benefitting the Fund(s) that hold interests in the companies from which such information was obtained. As a result, the Adviser has a potential incentive to pursue investments (on its own behalf or on behalf of the Funds) based on the data and information expected to be received or generated as a result of owning such investments, or to utilize such data in a manner that benefits the Adviser and investments held by other Funds or Co-Investment Vehicles, but does not benefit the original Fund. Additionally, the Adviser may use such information to benefit the Adviser, its affiliates or certain Funds in a manner that may otherwise present a conflict of interest and does not intend to specifically disclose such conflicts to the Funds. The Adviser may use such information to benefit the Adviser, its affiliates or certain Funds in a manner that may otherwise present a conflict of interest and does not intend to specifically disclose such conflicts to the applicable Funds.

Adviser Use of Portfolio Company Products and Services

The Adviser and its affiliates and related persons have in the past and may in the future, in certain instances and subject to the Adviser's policies, receive discounts on products and services provided by portfolio companies of the Funds or the customers or suppliers of such portfolio companies. The potential for the Adviser and its affiliates and related persons to receive such economic benefits may create conflicts of interest as the Adviser may have incentives to cause the Funds to invest in portfolio companies that provide such benefits, and such discounts could adversely affect such portfolio company's profitability.

Adviser Relationships with Service Providers

The Adviser may in the future, in its discretion, contract with any related person of the Adviser (including to a portfolio company of a Fund) to perform services for the Adviser in connection with its provision of services to the Funds. When engaging a related person to provide such services, the Adviser has an incentive to recommend the related person even if another person may be more qualified to provide the applicable services or can provide such services at a lesser cost.

It is the Adviser's practice to select service providers for the Funds (and, if requested, to recommend service providers for portfolio companies) that it believes are in the best interests of applicable Fund (or its portfolio companies) based on their merits, and not based on the personal interests of the Adviser and its affiliates or related persons. The Adviser generally may, in its discretion, recommend to a Fund or a portfolio company thereof that it contract for services with the Adviser or an entity with which the Adviser, its affiliates or Adviser Personnel has a relationship or from which the Adviser, its affiliates or Adviser Personnel derives or could derive financial or other benefit, including relationships with joint venturers or co-venturers, or relationships where Adviser Personnel are secondees, or from which the Adviser receives secondees. For example, the Adviser may recommend the selection or retention of a service

provider for the Funds or a portfolio company that the Adviser believes will invest in the Funds, provide the Adviser and its affiliates with information that it deems to be valuable or provide other services that are beneficial to the Adviser, its affiliates, or Adviser Personnel. Additionally, Adviser Personnel or their family members or relatives may have ownership, employment or other interests in such service providers. Such relationships with a service provider may influence the Adviser in determining whether to select or recommend such service provider to perform services for a Fund or a portfolio company and, when making such selection or recommendation, the Adviser, because of the financial or other business interests of the Adviser, its affiliates and Adviser Personnel, has an incentive to select or recommend such service provider even if another person is more qualified to provide the applicable services or can provide such services at a lesser cost. Additionally, from time to time the Adviser expects certain service providers, their affiliates and personnel to invest in, or co-invest alongside, one or more Funds, and due to the nature of the service provider relationships these persons have the potential to have information advantages relative to other investors or Co-Investors.

In certain circumstances where the Adviser commits or has committed to seek “market” or “arms-length” rates or terms, the Adviser will do so in its sole discretion, seeking rates that it has determined in its sole discretion to be reflective of the range of rates in the applicable or related markets. The Adviser reserves the right to deem third-party investment in a transaction to be verification that the transaction was entered into at a value that is “arms-length. Consequently, the Adviser undertakes no minimum amount of benchmarking, and does not represent that any such benchmarking ultimately will be accurate, comparable, or relate specifically to the assets or services, geographies, services or comparable markets to which such rates or terms relate. Where such rates or terms include hourly components, the Adviser reserves the right to rely on approximations or estimates of time spent for purposes of allocating or charging for services. Any method, or choice among methods, involves potential conflicts of interest.

Investments by Persons Related to the Adviser

Subject to any consents required under the applicable Organizational Documents and the Adviser’s policies, the Adviser, its affiliates and officers, Managing Directors, or other employees of the Adviser and its affiliates may buy or sell securities or other instruments that the Adviser has recommended to the Funds. In addition, subject to the Adviser’s policies, the Adviser and such affiliates, officers, Managing Directors or employees may buy securities or other instruments in transactions offered to but rejected by a Fund, but will not in such circumstances be required to share in or reimburse the relevant Fund for due diligence or other expenses (including Dead Deal Costs) incurred by the Fund in connection with the Fund’s consideration of the relevant investment opportunity. A conflict of interest may arise because the Adviser, its affiliates or Adviser Personnel, as applicable, will, for some investments purchased or sold by them, benefit from the evaluation, investigation, and due diligence undertaken by the Adviser on behalf of a Fund. In such circumstances, the Adviser, its affiliates or such Adviser Personnel will not share with, or reimburse the relevant Fund(s) or the Adviser for, any expenses incurred in connection with the investment opportunity. Investments by Adviser Personnel in securities or other instruments in which a Fund has invested, or in an opportunity that was offered to a Fund but rejected by such Fund, creates potential conflicts of interest in regard to decisions made by the Adviser for the Funds. The Adviser’s policies require Adviser Personnel to act in the best interests of the Funds

and not to put their personal interests ahead of the Funds, in addition to other restrictions, limitations, and requirements.

Except as otherwise contemplated by the Adviser's policies, the Managing Directors of the applicable Fund (while serving as such) generally may not invest personally in a portfolio company of such Fund outside of investments made by an investment vehicle permitted by such Fund's Organizational Documents. In instances where a Fund's advisory committee consent is required for a Managing Director of an applicable Fund to invest personally in a portfolio company of a Fund, such advisory committee consent requirement does not apply to investments by other employees of the Adviser.

Consent of the advisory committee of a Fund is generally required for such Fund to make an initial investment (but not a follow-on investment) in a company in which a Managing Director of a Fund (while serving as such) has an existing personal investment. Such consent requirement does not apply, however, to an investment by a Fund in a company in which any Adviser Personnel who is not a Managing Director of such Fund has an existing personal investment; *provided* that, subject to the applicable Organizational Documents, advisory committee consent is generally not required in the event a Fund were to invest in a company that a Hatch Co-Invest Vehicle has already made an investment.

In addition, subject to the Adviser's policies, the Adviser's employees (including the Managing Directors) are permitted to also buy securities in other unaffiliated investment vehicles (including private equity funds, hedge funds, real estate funds, credit or debt funds and other similar investment vehicles), which may include potential competitors of the Funds. While such an investment may create a conflict of interest (for instance, not bringing an investment opportunity to a Fund if there is a greater financial incentive to see the competitor fund make such an investment), the significant interests of the Adviser's employees (including the Managing Directors) in the Funds and their general partners (including economic interests) generally provide a strong alignment with the Funds' interests in this regard. Furthermore, the Adviser, its affiliates and certain of its employees (including the Managing Directors) and their relatives invest (directly or indirectly) in the Funds and therefore may have additional conflicting interests in connection with these personal investments. While the significant interests of the employees of the Adviser (including the Managing Directors) in the overall performance of the Funds generally aligns the interest of such persons with the Funds, such persons may have differing interests from the Funds with respect to such personal investments (for example, with respect to the availability and timing of liquidity).

Portfolio Company Directorships and Other Roles

Adviser Personnel from time to time serve on the boards of directors of their respective portfolio companies and other companies. Adviser Personnel are expected to also serve as directors, and may serve as interim executives, of or otherwise be associated with companies (including but not limited to portfolio companies of one or more other Funds or Co-Investment Vehicles) that are competitors of certain portfolio companies of a Fund. As a result, such individuals will be subject to fiduciary and other obligations to make decisions that they believe to be in the best interests of the applicable company for which they serve as directors or interim executives. Although in most cases involving a portfolio company, given that a Fund would generally be a significant investor

in such companies, the interests of a Fund and its portfolio companies will be aligned, this may not always be the case, particularly if a portfolio company is in financial difficulty. Generally, the interests of a competitor company would not be expected to be aligned with those of a Fund or such Fund's portfolio companies. It is expected that this could result in a conflict between the relevant person's obligations to the company for which such person serves as a director or interim executive and its various stakeholders, on the one hand, and the interests of the applicable Fund(s), on the other hand. Such conflict may be addressed to the detriment of the applicable Fund(s).

In some circumstances, having Adviser Personnel serve as a director or interim executive of a portfolio company or other company may restrict the ability of the Funds to invest directly in an investment opportunity that also constitutes an investment opportunity for such company. In addition, certain investment opportunities that might otherwise represent potential investments for a Fund may instead be offered to portfolio companies of other Funds or Co-Investment Vehicles as add-on acquisitions by such portfolio companies to the extent that such opportunities are complementary to and/or enhance such portfolio companies' businesses.

Decisions made by a person associated with the Adviser as a director of a portfolio company may subject the Adviser, its affiliates or a Fund to claims they would not otherwise be subject to as an investor in such company, including claims of breach of duty of loyalty, securities claims and other director-related claims.

In addition, Adviser Personnel (including Managing Directors) and portfolio company executives (including XIRs and Catalyst Advisors) have and will continue, from time to time, to provide services (e.g., as a director or advisor) to multiple portfolio companies of one or more Funds and/or Co-Investment Vehicles, and such persons may have competing obligations, interests, and time commitments with respect to such portfolio companies. There will also likely be instances where a Fund invests in a then-current portfolio company of another Fund that also has one or more representatives on such portfolio company's board of directors. This could lead to potential conflicts of interest, including but not limited to: (i) the board member having an incentive to take actions for the benefit of the original Fund or Co-Investment Vehicle instead of the later Fund, for example, voting to deny an investment by the later Fund in an effort to persuade the company to instead seek out more equity funding; (ii) the original Fund or Co-Investment Vehicle having access to additional information about such portfolio company or visibility into potential follow-on investment opportunities that later Fund may not have access or be as privy to as a result of having a member on the board; (iii) the board member having to take actions that it believes are in the best interests of the portfolio company but are detrimental to later Fund (such as voting against such later Fund's investment); and/or (iv) the board member having an incentive to recommend or approve an investment by the later Fund in lieu of additional equity investment because such investment would be non-dilutive to the equity held by the original Fund. In some instances, certain conflicts of interest may arise as a result of: (i) competing demands on such person's time commitments to such portfolio companies, (ii) any divergence in the interests of such portfolio companies, and (iii) with respect to board representatives who are not Managing Directors (as compensation received from portfolio companies by Managing Directors of the applicable Fund (including, without limitation, XIRs and Catalyst Advisors), generally results in an offset to the applicable Fund(s)' Advisory Fee), any differences in compensation paid to such person by such portfolio companies (including any instance in which such person is compensated exclusively by

one portfolio company while providing services to multiple portfolio companies, including portfolio companies of other Funds which have not invested in the company (including Newcos) providing compensation to such person). In each case, as a result, one portfolio company or Fund may benefit at the expense of another portfolio company (including the portfolio company of another Fund) or Fund.

Adviser Services Provided to and Relationships with Third Party Funds and Advisers

From time to time, the Adviser or Adviser Personnel (including Managing Directors) may invest in or provide certain services or assistance (e.g., strategic advice or certain other assistance in connection with fundraising efforts or “back-office” functions) to other investment funds that are not otherwise affiliated or associated with the Adviser or the Funds or to the general partners or managers of such other investment funds. Any compensation or equity interest received by the Adviser or Adviser Personnel (including Managing Directors) from such other funds would be retained by the Adviser or such Adviser Personnel (including Managing Directors) or related persons for their own benefit and would not benefit the Funds or their investors.

In addition, the Adviser may compete against, or engage in business with (e.g., through co-investments and joint ventures), other investment advisers with which the Adviser or Adviser Personnel has a relationship, or from which the Adviser or Adviser Personnel otherwise derives financial or other benefit. The Adviser will ensure, however, that any investment made by a Fund arising in whole or in part from such other adviser is made in accordance with such Fund’s objectives.

Transactions between a Fund or Portfolio Company and Former Adviser Personnel

The Adviser is permitted to, in its discretion, cause a Fund and its portfolio companies to have ongoing business dealings, arrangements, or agreements with persons who are former employees or executives of the Adviser (including Managing Directors). A Fund and its portfolio companies would bear, directly or indirectly, the costs of such dealings, arrangements, or agreements. In such circumstances, there may be a conflict of interest between the Adviser and the applicable Fund (or its portfolio companies) in determining whether to engage in or to continue such dealings, arrangements, or agreements, including the possibility that the Adviser may favor the engagement or continued engagement of such persons even if a better price or quality of service could be obtained from another person.

Without limiting the generality of the foregoing, the Funds have invested (and may in the future invest) in companies that have been founded by former employees of the Adviser, or with respect to which former employees of the Adviser are involved as founders, employees or otherwise, when the Adviser determines that such investment is appropriate for the investing Fund.

Fee and Compensation Structure

Because Advisory Fees are, at certain times during the life of the Funds, based in part upon capital invested by the Funds, there is an incentive to deploy capital when the Adviser would not otherwise have done so. In addition, as reserves are taken into account in calculating Advisory Fees for certain Funds, the Adviser has an incentive to establish a greater amount of reserves, which may cause such Funds to decline attractive investment opportunities.

Additionally, as discussed above in Item 6, the general partners of many Funds are entitled to Carried Interest under the terms of the Organizational Documents of such Funds. Such general partners are affiliates of the Adviser. The existence of the general partners' Carried Interest creates an incentive for such general partners to cause such Funds to make more speculative investments than they would otherwise make in the absence of performance-based compensation. In addition, the Adviser also may at certain times be incentivized to cause such Funds to dispose of investments in order to generate contemporaneous Carried Interest distributions to the general partners. Because a general partner's entitlement to distributions of profits, expressed as a percentage, from a Fund will exceed its capital commitment percentage to such Fund, the general partner may have an incentive to make investments that are riskier or more speculative than if the general partner received distributions on a basis identical to that of the investors in such Fund or were compensated on a basis not tied to the performance of such Fund.

The general partners of many Funds are required under such Funds' Organizational Documents to return certain excess distributions of Carried Interest or in respect of capital contributions deemed made to the applicable Fund by such general partner as a "clawback." With respect to such Funds, such clawback obligation creates an incentive for the Adviser to defer disposition of one or more investments or delay the liquidation of the applicable Funds if the disposition or liquidation would result in a realized loss to such Fund or would otherwise result in a clawback situation for the applicable general partner.

Certain Funds have been established to invest alongside certain other Funds in order to support larger investments. Decisions regarding the allocation of investment opportunities (both new opportunities and follow-on opportunities) between such Funds give rise to potential conflicts of interest for the Adviser. For example and without limitation, the Advisory Fee for one Fund may be based on invested capital while the Advisory Fee for the other Fund is based on aggregate capital commitments, which may create an incentive for the Adviser to allocate more investment opportunities (or a larger portion of investment opportunities) to the Fund whose Advisory Fee is based on invested capital in order to increase the aggregate amount of Advisory Fees paid by the two funds collectively. In addition, the rate of Carried Interest applicable to certain Funds is less than the rate of Carried Interest applicable to other Funds, which may create an incentive for the Adviser to allocate certain investment opportunities (or a larger portion of certain investment opportunities) to the Fund from which it expects to generate the more significant return for the Fund's general partner.

Similarly, as described in greater detail under the heading "Co-Investment Opportunities" above, certain Co-Investment Vehicles are formed to invest alongside another Fund in a single portfolio company. In such instance, as the Carried Interest paid by each Fund is calculated independently, the Adviser may be faced with conflicts of interest in that it may be incentivized to allocate more of such opportunity to a Co-Investment Vehicle formed to invest in the single investment to the extent it has the expectation that such allocation would generate a more significant, or more immediate, return for the Adviser. The Adviser may at certain times be incentivized to cause the Funds to dispose of investments (including bulk sales of assets as described under the heading "Bulk Sales of Assets; Sale of Assets alongside other Clients" above) in order to generate Carried Interest distributions to the applicable general partners.

Special Tax Considerations Applicable to the General Partners

Solely in respect of the general partners' respective interests in the Funds that are disproportionate to the amounts of cash invested by such general partners in the Funds, the holding period required to claim the lower United States federal income tax rates generally applicable to long-term capital gains is more than three years rather than more than one year. The character of gain recognized by investors in the Funds generally would not be adversely affected by this rule. As a result, the general partners may have an incentive not shared by the investors to cause the Funds to hold investments for longer than three years. Further, under the Organizational Documents of certain Funds, the general partners may elect to waive allocations of gain that would otherwise be made with respect to their Carried Interest, which would result in a greater allocation to such general partners of subsequent gains to "catch up" the general partners for any waived allocations; this could impact the investors' mix of long-term capital gain, short-term capital gain, ordinary income and other items, potentially to their detriment. Additionally, Congress has considered proposed legislation that would treat certain income allocations to service providers by partnerships such as a Fund (including any Carried Interest) as ordinary income for U.S. federal income tax purposes that under current law are treated as an allocation of the partnership's income (and which may be taxed at lower rates than ordinary income). Such rules, as well as any such legislation that may be enacted in the future, could apply to reduce the after-tax returns of individuals associated with a Fund, the applicable general partner, or the Adviser who were or may in the future be granted direct or indirect interests in Carried Interest, which could make it more difficult for the relevant general partner and its affiliates to incentivize, attract and retain individuals to perform services for a Fund.

Financing of General Partners' Capital Commitment

Partners of a general partner may enter into one or more credit facilities in order to finance all or a portion of such partners' capital commitment to such general partner (as part of such general partner's capital commitment to the applicable Fund), and any such credit facilities are likely to be secured by such partners' interests in the applicable general partner.

Valuations

The Adviser's exercise of discretion in valuing the assets of the Funds gives rise to conflicts of interest, as such valuations influence the Adviser's track record and, in certain cases, the Carried Interest and Advisory Fees payable to the Adviser or its affiliates are calculated based, in part, on such valuations.

Under the terms of the Organizational Documents for certain Funds, its general partner will be entitled to receive distributions in respect of its Carried Interest or incentive fee in certain circumstances if the remaining value of such Fund's investments exceeds a certain amount. In addition, depending on the applicable Fund, and subject to the terms of the applicable Organizational Documents, the Advisory Fees payable by certain Funds will generally be: (i) a percentage of the lesser of the aggregate cost or aggregate fair market value of such Fund's remaining portfolio investments; or (ii) (a) the actual amount of aggregate capital subscriptions of the relevant Fund as of such time and (b) the aggregate cost of the portfolio investments held by such Fund and its subsidiaries as of the end of the prior quarterly period that have not been disposed

of or reduced by any write-down due to a permanent impairment in the value of such portfolio investment. As a result, the Adviser and its affiliates have an incentive to value unrealized investments held by the Funds, which generally will be privately held investments that are difficult to value, higher than it might otherwise have in the absence of such Carried Interest and Advisory Fee arrangements. The Adviser and its affiliates may face other conflicts related to each Fund's portfolio company valuations, including the fact that higher valuations as of any time result in higher performance metrics for each Fund at such time.

The Adviser intends to apply its valuation policies and procedures, as in effect from time to time, in determining the valuation of the assets of each Fund. With respect to certain Funds, such valuation policies and procedures are subject to the review and approval (not to be unreasonably withheld) of the advisory committee of such Fund. Under its valuation policies and procedures, the Adviser considers a variety of inputs and factors in determining valuations in accordance with generally accepted accounting principles in the United States. In addition, annual valuations of each Fund's portfolio investments are reviewed by such Fund's auditors in connection with the preparation of such Fund's audited financial statements and, for certain Funds, are also subject to the approval of the advisory committee of such Fund. In addition, the right to earn Advisory Fees can create an incentive for the Adviser to hold an investment longer than it or they, respectively, otherwise would in the absence of such Advisory Fee. In circumstances where an Advisory Fee is calculated based on the valuation of an investment, or a determination of whether an investment has been written off or otherwise permanently impaired, the Adviser will have an incentive to make determinations that result in the continued payment of, or a higher, the Advisory Fee. management fee. For example, subject to the terms of the applicable Organizational Documents, only once a permitted investment has been wholly written off for United States federal income tax purposes, as determined by the Adviser in its sole discretion, will the Advisory Fee base be reduced accordingly. As a result, Advisory Fees may be charged with respect to a permitted investment even after it has been written off for accounting purposes, and the Adviser may be incentivized to delay writing off such investment for tax purposes.

Additional conflicts related to XIRs and Catalyst Advisors

As previously described, XIRs and Catalyst Advisors are entrepreneurs and former senior executives with deep domain and sector-specific expertise who the Adviser believes can leverage their industry knowledge and operational experience by developing a new start-up opportunity or by taking on an active role with a management team to help scale and drive the growth of an existing business. In order to entice such individuals to join the XIR program or the Catalyst Advisor program, the Adviser does not require that an XIR's or a Catalyst Advisor's engagement with any Newco (if applicable) result in an exclusive relationship between the XIR or Catalyst Advisor, as applicable, on one hand, and the Newco, the Fund that invests in the Newco, or even the Adviser, on the other hand. Accordingly, XIRs and Catalyst Advisors, subject to certain non-competitive provisions in their agreements with the relevant Fund making the initial investment (if applicable), are permitted to, and will, have outside business activities and will be permitted to continue spending their time and attention to existing and future outside business interests not related to the Newco, the relevant Fund or the Adviser. For example, certain XIRs and Catalyst Advisor will devote time and attention to, and have material participation in connection with, certain outside interests and activities, including board positions, advisory roles and other

relationships and engagements with companies or organizations in the sectors of their expertise that are not affiliated with the Adviser and have no direct benefit to the XIR program, the Catalyst Advisor program, the Funds or the Adviser. These activities will create conflicts of interest in the allocation of such XIR's or Catalyst Advisor's time and attention to the XIR program or Catalyst Advisor program and the Funds and/or the Adviser. However, the Adviser believes this flexibility allows the XIR and the Catalyst Advisor to maintain their network and deep domain expertise, which in turn benefits the XIR or the Catalyst Advisor, as applicable, when acting on behalf of the Adviser or Newco and the ultimate Identified Company, as applicable, thereby benefiting the relevant Fund or the Adviser generally, as well as make the XIR program or Catalyst Advisor program attractive to the most qualified of XIR or Catalyst Advisor candidates. Like other Fund portfolio company executives, neither XIRs nor Catalyst Advisors are employees or affiliates of the Adviser and, as a result, the Adviser does not actively monitor their outside business activities or investments, which limits the Adviser's ability to monitor conflicts associated with such activities. In addition, in time not spent pursuing Newco activities, XIRs are permitted to participate in other Adviser activities described below.

In connection with not spending all of their business time dedicated to Newco activity, the amount of time that an XIR may spend on a particular Newco (either pursuing an Identified Company or actually assisting the Identified Company after an investment) will vary depending on the needs of the Identified Company. It is not uncommon for an XIR to participate more actively in the transformation of an Identified Company at the beginning of the investment and decrease such involvement over time. In certain circumstances, given the particular facts and circumstances of an XIR and its Identified Company, the Adviser may approach the XIR to participate in a different Newco, which may be funded by the same Fund that funded the original Newco or by another Fund.

XIRs and Catalyst Advisors have, and are expected to in the future, attend certain Adviser meetings where an XIR's or Catalyst Advisor's area of domain expertise is particularly relevant. In addition, from time to time, as the Adviser investment team is diligencing potential investment opportunities or investment themes unrelated to the XIR program specifically, XIRs can be consulted by the Adviser team for their opinion. In such circumstances, the XIR would provide general advice with respect to his or her domain expertise and provide insight into the particular investment opportunity or theme. Such consultations will occur with respect to certain investments unrelated to the XIR program structure both before and after an Identified Company has been identified for the XIR's Newco. This will likely cause the XIR to devote time and attention away from their specific activities related to their Newco. Adviser does not track how an XIR spends their time on Adviser matters that are not specific to their Newco or seek to allocate the costs of any such benefits to the Adviser or Funds. Although the Adviser expects the Funds and their portfolio companies generally to benefit from the Adviser's possession of the information it receives from the use of an XIR, it is possible that any benefits will be experienced solely by other or future Funds or their portfolio companies (or by the Adviser and Adviser Personnel) and not by the Fund or its portfolio company for which the insights from the XIR was originally received. Given the structure of the Catalyst Advisor program, Catalyst Advisors are typically consulted by the Adviser team for their opinion regarding potential investment opportunities, and are expected to provide advice to the Adviser regardless of whether such Catalyst Advisor has assumed a role at a Fund, a portfolio company or another entity affiliated with the Adviser. Any benefits the Adviser or other

Funds receive from the information it obtains from an XIR or a Catalyst Advisor shall not result in the offset of any Advisory Fees paid by investors, and, in the case of the XIR program, the Newco would not be reimbursed for the XIR's time and efforts. Moreover, if another or future Fund makes an investment in a company using information received from an XIR and/or a Catalyst Advisor while he or she was providing services to the Funds, the other or future Fund shall not be obligated to reimburse any costs associated with receiving such information. To the extent an XIR and/or a Catalyst Advisor incurs expenses related to diligencing an investment opportunity unrelated to the XIR program or Catalyst Advisor program, such expenses would be allocated to, and borne by, the relevant Fund(s), as applicable; provided that such expenses are permitted to be reimbursed under the relevant Organizational Documents of the other Fund(s).

In addition, due to an XIR's or a Catalyst Advisor's deep domain expertise, operational experience and personal network, an XIR or a Catalyst Advisor may, from time to time, receive leads or inquiries about potential opportunities which he or she will share with the Adviser. It is possible that such opportunities may result in opportunities for certain Funds and not others because they are determined not to be appropriate as an Identified Company or for some other reason as determined by the Adviser in its sole discretion. While an XIR or a Catalyst Advisor would not be compensated for referring or introducing such opportunities, and the Newco and/or Fund, if applicable, would not be reimbursed for the XIR's or Catalyst Advisor's time and efforts, it is possible that the XIR or the Catalyst Advisor will each make a co-investment alongside the Adviser and/or a Fund in such opportunity and/or serve as a member of the company's board of the directors as result of referring or introducing the opportunity. In addition, it is also possible that the XIR and/or the Catalyst Advisor may already have a personal investment in the company and/or serve as a member of the company's board of the directors or in an advisory capacity to the company prior to referring it to the Adviser. Moreover, as result of referring or introducing the opportunity, the Adviser may grant the XIR and/or the Catalyst Advisor the ability to participate in the aggregate Carried Interest payable to the general partner of the relevant Fund, or participation in the Carried Interest payable to the general partner of the relevant Fund, with respect to a sale or disposition of such portfolio company. XIRs and Catalyst Advisors are also permitted to receive other benefits from the Adviser for their role as XIRs and Catalyst Advisors, respectively, which can include, but is not limited to, health insurance (the premium of which is generally borne by the Newco related to the XIR or by the Fund related to the Catalyst Advisor, if applicable, and reimbursed to the Adviser to the extent the Adviser initially bears such cost) and other related benefits, and the receipt of such benefits will not turn XIRs or Catalyst Advisors into employees or affiliates of any Adviser entity.

With regards to the XIR program specifically, once an XIR and the Adviser have found an Identified Company to receive an investment by the relevant Fund (or a successor Fund under the circumstances), such Fund will often pay for the investment expenses and ongoing monitoring costs related to the investment in the Identified Company. This formulation benefits the XIR because, as described in more detail earlier, the XIR expects to earn amounts payable on the profits interests held by the XIR in the Newco if certain pre-determined multiples-on-investment amounts are achieved, and if the Fund pays for investment expenses and ongoing monitoring costs (instead of the Newco), such costs are not capitalized into the cost basis for the Newco and it makes it easier for the Newco to reach the multiple amounts that will trigger the amounts payable on the profits interests granted to the XIR. Accordingly, the relevant Fund's direct investment in the

Newco and indirect investment in the Identified Company, will be diluted to the extent the XIR receives a portion of the profits payable on the XIR's profits interests in the the Newco upon a sale of the Identified Company.

In addition to the foregoing, the Adviser may elect, in its discretion, to employ or engage an XIR in the manner used to engage Catalyst Advisors, to provide services to the Adviser and to bear the compensation paid to the XIR (as well as benefits and reimbursement of expenses) prior to the formation of a Newco, at which time an XIR may become employed or engaged by, and receive compensation (as well as benefits and reimbursement of expenses) from, the Newco in pursuit of an Identified Company. The Adviser is permitted, but not required, to continue employing and compensating an XIR for services provided to the Adviser even after the XIR is employed by, and providing services to, the Newco, and an XIR may receive compensation from both the Adviser and the Newco for similar and overlapping services, and such compensation will not offset or otherwise reduce Advisory Fees. Where the Adviser engages a Catalyst Advisor to provide service to the Adviser and such Catalyst Advisor becomes employed or engaged by a Fund (or other vehicle affiliated with the Adviser), the Catalyst Advisor is permitted to and will likely receive compensation from both the Adviser and such Fund (or such other vehicle) for similar and overlapping services, and such compensation will not offset or otherwise reduce any relevant Advisory Fees. As described above, an XIR is not required to have an exclusive relationship with a Newco and the provision of services to the Adviser (or any other entity or endeavor, including other Funds and portfolio companies) will cause the XIR to devote time and attention away from their specific activities related to their Newco (and the Fund(s) invested in such Newco).

Consultants

The Adviser expects to engage, or to cause the Funds to engage, consultants from time to time, including consultants made available through "expert networks", to provide services to a Fund or its portfolio companies for particular purposes or particular projects, including to provide diligence-related research and analysis for such Fund in advance of such Fund making an investment in a portfolio company, and such consultants may receive fees or other remuneration and expense reimbursement (including travel and travel-related expenses) from such Fund or the applicable portfolio companies. Such services may include, among others, assisting the Adviser with technical, financial, regulatory, legal, tax or marketing research or due diligence with respect to particular industries or companies in which a Fund is considering an investment or has invested, providing technical, financial, regulatory, legal, tax or other operational services to portfolio companies or serving on the board of directors of portfolio companies, including service in board seats controlled by the Adviser or a Fund or with respect to which the Adviser or such Fund has the right to designate a director. In some cases, the Adviser may cause a Fund to bear the expenses of a consultant providing services to a portfolio company, rather than having the portfolio company bear such expenses (in which case, the applicable Fund would bear a disproportionate share of such expenses relative to its ownership of such portfolio company). Any compensation or equity received by any such consultant from portfolio companies will not offset the Advisory Fee payable by the applicable Fund or otherwise benefit such Fund or its investors.

Although the use of consultants by portfolio companies, and the allocation of expenses and fees paid to consultants to the Funds or portfolio companies, may subject the Adviser and its affiliates

to potential conflicts of interest, the Adviser believes any such potential conflicts of interest are mitigated by the expected savings or other benefits to the portfolio companies (and, in turn, the Funds) that will be achieved if the cost of the consultant is lower than market rates for the services provided, or if the services provided by the consultants are consistent with the business strategy the Adviser has for the relevant portfolio company.

Diverse Membership

The investors in a Fund may have conflicting investment, tax, and other interests with respect to their investment in such Fund. The interests of some or all of the investors in a Fund also conflict with the interests of such Fund's general partner with regard to such matters. To the extent applicable, there also may be situations where limited partners in different series of a Fund (if such fund has separate series) have conflicting interests. The conflicting interests of the investors in a Fund (or any series thereof, if applicable) may relate to or arise from, among other things, the nature of investments made by such Fund (or any series thereof, if applicable), the structuring or acquisition of investments, the timing of disposition of investments and, in the case of the investors and overlapping investments between certain Funds, not all investors may be investors in, or have proportionate exposure to, each of such Funds. As a consequence, conflicts of interest arise in connection with decisions made by the Adviser and its affiliates, including with respect to the nature, structuring, or disposition of investments that may be more beneficial for some investors in a Fund (or any series thereof, if applicable) than for others or more beneficial for the Adviser and its affiliates, particularly with respect to investors' individual tax situations. In selecting and structuring investments appropriate for a Fund (or any series thereof, if applicable), the Adviser and its affiliates will not consider the investment, tax or other objectives of any investor in such Fund individually, except as otherwise required by the applicable Organizational Documents (including provisions related to avoiding "unrelated business taxable income" or "effectively connected income") or side letters entered into with investors in such Fund. A Fund's general partner may also consider the tax objectives of such general partner and its partners or members.

Without limiting the foregoing, in connection with certain investments (such as investments in operating companies treated as partnerships for United States federal income tax purposes), the Adviser and its affiliates may form "alternative investment vehicles" in which case, certain investors in the applicable Fund will participate directly or indirectly through a "blocker corporation" (and bear the burden of any taxes and certain other expenses, including as applicable, reductions in proceeds incurred in connection with the formation, operation, and disposition (as applicable) of such "blocker corporation") while other investors in such Fund (including its general partner) participate through a tax transparent entity without an intervening "blocker corporation." This is expected to create conflicts for the Adviser, particularly in structuring an exit from such investments given the varying tax implications to the applicable general partner and the investors in such Fund resulting from different exit structures. Returns from such investments to the applicable general partner, including in respect of its Carried Interest, typically would not be reduced by any taxes, other expenses or reductions in proceeds borne by any investor in the applicable Fund participating in such investments directly or indirectly through a "blocker corporation."

In other cases, the Adviser and its affiliates may elect to structure investments for the applicable Fund in a manner that implicates the tax objectives or requirements of certain investors in such Fund through simpler structures (such as a “blocker corporation” between such Fund and the portfolio company through which all investors in such Fund participate indirectly in such investments) that are less tax efficient to the Fund or the investors in such Fund 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 certain investors (and the applicable general partner’s obligations with respect to such objectives and requirements under the applicable Organizational Documents or side letters).

Investors with an Ownership Interest in the Adviser

Investors in certain Funds are affiliates of third-party investors (the “Third-Party Investors”) that have acquired passive minority ownership interests in certain Funds’ general partners and the Adviser itself, which interests entitle such Third-Party Investors to a portion of such general partners’ Carried Interest in such Funds and a portion of the Advisory Fees payable by certain Funds. Such Third-Party Investors will also invest indirectly in certain Funds as part of the capital commitment to such Funds by the general partners of such Funds on an Advisory Fee-free and Carried Interest-free basis. Affiliates of such Third-Party Investors operate in a variety of business units and activities through a number of affiliated entities. Such relationships create an incentive for the Adviser to favor such investors (or their affiliates) over other investors in the Funds (e.g., with regard to the allocation of co-investment opportunities or the provision of information regarding the Funds and their portfolio companies).

Additionally, the Third-Party Investors may have other relationships with other investment vehicles and accounts that may give rise to potential conflicts. For example, the Third-Party Investors may sponsor, advise, underwrite, manage, or invest in investment vehicles and accounts that pursue investment strategies similar to those of the Funds. Such activities could adversely affect the Funds; for example, the Third-Party Investors may compete with the Funds for investment opportunities, and are under no obligation to share any investment opportunity, idea or strategy with the Funds or Adviser. In addition, the Third-Party Investors (and/or their affiliates) may invest in the same issuers as the Funds. The Third-Party Investors will have no fiduciary or other duties to the Funds or other investors in exercising any of its rights or the Adviser. While the existence of a conflict of interest will not necessarily have an adverse impact on the Funds and Third-Party Investors have incentives to see the Funds and Adviser succeed, the management or resolution of any conflict of interest could have an adverse effect on the Funds and its investors. The Third-Party Investors will not be deemed to be the “affiliates” of the Adviser for purposes of the Organizational Documents and accordingly will not be subject to the provisions set forth in the Organizational Documents.

Transactions between Portfolio Companies

Portfolio companies of different Funds may engage, directly or indirectly, in commercial transactions with one another, and a Fund and/or its respective portfolio companies may engage, directly or indirectly, in commercial transactions with another Fund and their respective portfolio companies, from time to time as they determine to be appropriate in their business judgment. The Adviser anticipates that material transactions between portfolio companies and/or the Funds

generally would be on an arm's length basis at market rates or on terms otherwise considered equitable to both parties under the circumstances, in accordance with the Adviser's conflict procedures. However, such transactions could benefit one or more Fund (or one or more portfolio companies of such other Funds) more than another Fund (or one or more its portfolio companies).

Given the collaborative nature of the Adviser's business and the portfolio companies in which the Funds have invested or will invest, the Adviser anticipates that, from time to time, situations when the Adviser is in the position of recommending the products or services of a portfolio company of a Fund to other portfolio companies of such Fund or portfolio companies of another Fund, which generally will involve fees, commissions, servicing payments or discounts to the Adviser, a Fund, an affiliate of the Adviser or a portfolio company. In addition, the Adviser will enter into strategic partnerships with other companies that the Adviser believes can add important business development relationships and/or build value for a portfolio company or for a Fund's portfolio as a whole. In most cases, the relevant Fund(s) will not consent, participate in the negotiations, or be directly involved in such arrangements. The Adviser 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 Funds, while the products or services recommended may not necessarily be the best available or lowest price available. Although use of any such products or services by a portfolio company of a Fund would be the portfolio company's choice, such Fund's portfolio companies may nevertheless feel conflicted in their choice of vendors and might select the other portfolio company when there may be better or cheaper products or services offered by unrelated companies. The benefits received by a portfolio company of one Fund regarding a product or service may be greater than those received by the portfolio company of another Fund regarding such product or service.

Furthermore, one or more Funds will provide financing to portfolio companies that, although the Adviser determines to be consistent with the requirements of the Organizational Documents of the Fund, would not have otherwise been entered into but for the affiliation or relationship with the Adviser and which will involve fees, commissions, servicing payments, discounts, rebates, or other benefits that accrue to, directly or indirectly, the Adviser or its affiliates. Although use of any such financing would be a choice of the portfolio company, such portfolio company may nevertheless feel conflicted in its choice and might select the Fund when there may be better or cheaper financing available from, or offered by, unrelated companies or third parties. In addition, given that a representative of Adviser may serve as a member of the board of directors of a portfolio company of a Fund in which another Fund is considering an investment, such representative may have fiduciary or other obligations that would prevent such representative from voting on certain matters that could affect one Fund's ability to make an investment in such portfolio company.

In addition, the Adviser is permitted to present terms of an investment in a portfolio company that offers both an equity investment by a Fund and a financing component from another Fund. A portfolio company may prefer a financing of one Fund over an equity investment by another Fund because it would not dilute the existing equity holders' capital and therefore disadvantage one Fund by depriving it of an investment opportunity. If the Adviser presents terms of an investment in a portfolio company that offers both an investment by multiple Funds, such portfolio company may be willing to accept more favorable terms relative to other investment offers it receives, including an investment at a lower valuation, with respect to the Fund offering the equity

investment vs. the financing as result of such Fund's offer to provide investment that is non-dilutive in nature.

Financing provided to a Fund portfolio company is generally expected to be provided on an arm's length basis at competitive market rates or on terms otherwise considered equitable under the circumstances, as determined by the Adviser. The Adviser will make determinations of market rates based on its consideration of a number of factors, which are generally expected to include the Adviser's experience as well as benchmarking data (to the extent available) and other methodologies determined by the Adviser to be appropriate under the circumstances. Relevant comparisons may not, however, be available for a number of reasons, including, without limitation, as a result of a lack of a substantial market of providers or users of such financing or the confidential or bespoke nature of such financing. In determining equitable terms and concluding that an arrangement is overall in its best interests, the relevant Fund and a Fund portfolio company may take into consideration factors beyond pricing terms, including terms related to information rights or voting and control rights. Therefore, such market comparisons may not result in precise market terms for comparable financing. Overall, the Adviser will seek to use the same pricing methodologies as those used by the Adviser with respect to financings that do not involve portfolio companies of the Funds or other affiliates of the Adviser. Expenses to obtain benchmarking data will be borne by the relevant Fund.

In addition, while Customer Value Funds do not take a security interest in all of a portfolio company's assets like a traditional credit facility, Customer Value Funds will be entitled to certain cash flows generated by the portfolio company which can raise conflicts in relation to an equity position in the portfolio company held by another Fund.

Additional conflicts exist in that financing provided by a Customer Value Fund to another Fund's portfolio company could extend the runway for the company, and, therefore, potentially lead to less follow-on opportunities for the Fund that made the initial investment since the company no longer needs additional equity investment to fund growth. The extended runway provided by financing from a Customer Value Fund could also lead to later equity investment rounds in the company being held at higher valuations due to the fact that the company did not need to raise additional equity rounds at lower valuations to fund growth.

Given the structure of the financing, subject to the applicable Organizational Documents, advisory committee approval will generally not be required for a Customer Value Fund to enter into a contract to provide such financing to a portfolio company. Therefore, if permitted by the relevant Organizational Documents, a Structure Opportunities Fund can provide financing to another Fund's portfolio company without obtaining advisory committee consent; and such Fund, without advisory committee consent, can generally invest in a company with which a Customer Value Fund has already provided such financing. The Adviser will evaluate the conflicts of interest associated with any such transactions in connection with its conflict procedures, which may be amended from time to time.

The Adviser may face a conflict of interest in respect of the advice it gives to, and the actions it takes on behalf of, a Fund compared to a portfolio company (*e.g.*, the terms of the financing (or any refinancing), the enforcement of covenants and actions taken upon a default), and the action taken for a Fund investing in, or providing financing to, the portfolio company may be adverse to

the Fund or vice versa. Further, the Adviser expects that in the event that a portfolio company that has received financing from the Fund is in financial duress, the relevant Fund will have limited to no recourse with respect to the portfolio company. This increases the risk profile of financing provided by a Fund to a portfolio company.

A Fund's portfolio companies may be counterparties or participants in agreements, transactions or other arrangements with portfolio companies of other Funds that may not have otherwise been entered into but for the affiliation with the Adviser, and which may provide economic or other benefits to, and which will likely involve fees, commissions, servicing payments, discounts, rebates or other benefits that accrue to, directly or indirectly, the Adviser or its affiliates that it would not have received without the involvement of the portfolio companies and that are not subject to any Advisory Fee offset. For example, the Adviser may in the future cause or encourage portfolio companies to enter into agreements regarding: group procurement (which may depend on the volume of services purchased under these agreements and which may be pooled across multiple portfolio companies and discounted due to scale); benefits management; data management or mining; technology development; purchase, title, and other insurance policy (which may be pooled across multiple portfolio companies and discounted to scale); and other similar operational initiatives that may result in fees, better pricing, rebates, commissions, or similar payments or discounts being paid or provided to the Adviser, its affiliates or other portfolio companies, including those related to or derived from a portion of the savings achieved by the portfolio companies that are part of the arrangement. While the Adviser would have a conflict of interest in such instances because an economic benefit may incentivize the Adviser to maintain such arrangements, the Adviser believes that such arrangements would benefit the portfolio companies due to increased access to quality products and services at beneficial pricing and the Adviser's benefits from such arrangements are reduced because the Adviser would only benefit on at the same rate as the portfolio companies. However, it should not be assumed that a company related to, or otherwise affiliated with, the Adviser would only take actions that are beneficial to, or not opposed to, the interests of a Fund and its portfolio companies.

Competitive Portfolio Company Situations

From time to time, the Adviser anticipates that it will be presented with an investment opportunity for a Fund in a company that is a competitor of a portfolio company of another Fund and/or Co-Investment Vehicle. The Adviser may decline to pursue such opportunity for a Fund because of the competitive situation even though the opportunity might otherwise be an attractive one for such Fund. On other occasions, a Fund may invest in companies that are, or that subsequently become, competitors of other companies in which such Fund has invested or in which another Fund and/or Co-Investment Vehicle has invested. Such competitive situations result in conflicts for the Adviser and Adviser Personnel in their ongoing interactions with the competitive companies and could, in certain circumstances, result in the Adviser receiving less information about such companies than it might have received in the absence of such competitive situation. Competitive situations could also result in a Fund or the Adviser and its related persons (who are generally indemnified by such Fund) 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.

Investor use of Portfolio Company Products and Services

Portfolio companies of Funds have in the past, and may, from time to time in the future provide products and services to certain investors in the Funds. The Adviser has an incentive to encourage any such portfolio company to favor the investors in the Funds over such portfolio company's other clients or customers in terms of pricing or otherwise, which could adversely affect such portfolio company's profitability.

Cross Liability

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

Investors as Service Providers

Certain investors or their affiliates may from time to time in the ordinary course of their business activities provide services to the Adviser, the Funds or the Funds' portfolio companies (e.g., banks that are affiliates of investors may act as lenders to the Adviser, the Funds or the Funds' portfolio companies). In addition, the Adviser, its affiliates, and personnel maintain relationships with (or invest in) financial institutions, service providers, and other market participants, including, but not limited to, managers of private funds, banks, brokers, advisors, consultants, finders (including executive finders and portfolio company finders), executives, attorneys, accountants, institutional investors, family offices, lenders, current and former Adviser Personnel, and current and former portfolio company executives, as well as certain family members or close contacts of these persons. Certain of these persons or entities will invest (or will be affiliated with an investor) in, engage in transactions with or provide services (including services at reduced rates) to, the Adviser and its affiliates, and the Funds or other investment vehicles they advise. In other circumstances, these vendors are expected to provide personal banking, private wealth, or lending arrangements (including lending arrangements with respect to personal investments in or through the Adviser's entities, whether or not relating to financing Adviser Personnel obligations to fund general partner commitment obligations) to Adviser Personnel and their estate planning vehicles to establish trusts, endowments, charitable programs, foundations or similar arrangements. The engagement of any such service provider may be concurrent with the relevant investor's admission to a Fund, or during the term of such investor's investment in a Fund. The Adviser expects to be subject to a potential conflict of interest with a Fund in recommending the retention or continuation of a third-party service provider to such Fund or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more Funds, will provide the Adviser information about markets and industries in which the Adviser operates (or is contemplating operations) or will provide other services that are beneficial to the Adviser or one or more other Funds. The Adviser anticipates that any such services provided to a Fund or its portfolio companies would be on arm's-length or otherwise customary market

terms and not on terms that favor any such investor (or its affiliates) as a result of its status as an investor. However, depending upon the specific facts and circumstances of an instance in which an investor or an affiliate of an investor provides a service to the Adviser, one or more Funds or a portfolio company, a conflict of interest may arise when the Adviser offers such investor or affiliate of such investor a co-investment or other business opportunity or preferred economic or other terms in respect of its investment in a Fund.

Fund Service Providers as Service Providers to the Adviser or Its Affiliates

Certain service providers to the Funds or their portfolio companies (e.g., lawyers, accountants, lenders, banks, brokers, tax advisors) also provide services to the Adviser, Adviser Personnel, or their affiliates. While the Adviser often does not have visibility or influence regarding advantageous service rates or arrangements, there are situations in which the Adviser, its affiliates or persons related to the Adviser (including the Managing Directors) receive more favorable service rates or arrangements than the Funds or their portfolio companies. In some cases, this may be the result of differences in the complexity of a matter or the level of expertise or amount of time required for a matter. However, in other instances, the more favorable rates or arrangements could be the result of a service provider providing accommodations to the Adviser because of business such service provider generates from the Funds or portfolio companies. In other cases, the Adviser expects that it or its affiliates or related persons will benefit from pricing discounts offered by service providers to both the Funds and the Adviser, Adviser Personnel, and their 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 Funds (and their portfolio companies). This creates a conflict of interest between the Adviser, on the one hand, and the Funds or their portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds or their portfolio companies. However, it is the Adviser's practice to seek to select service providers for the Funds (and, if requested, to recommend service providers for portfolio companies) that it believes are in the best interests of applicable Fund (or its portfolio companies) based on their merits and not based on the services, or the terms of such services, provided to the Adviser, Adviser Personnel or their affiliates. From time to time, the Adviser reviews its selection of service providers for the Funds and the arrangements between the Funds and such service providers.

The Adviser, its affiliates and the Funds will often engage common legal counsel and other advisers in a particular transaction, including transactions in which there may be conflicts of interest. Members of the law firms or other advisers engaged to represent a Fund may be investors in such Fund and may represent one or more portfolio companies of, or investors in, such Fund. In the event of a significant dispute or divergence of interest between a Fund, on one hand, and the Adviser and its affiliates, on the other hand, the parties may engage separate counsel in the sole discretion of the Adviser and its affiliates. Moreover, in litigation and certain other circumstances separate representation may be required.

Incidental Benefits

The Adviser and Adviser Personnel are expected to receive certain benefits or perquisites arising or resulting from their activities on behalf of the Funds that will neither offset any Advisory Fees payable by the Funds nor otherwise be shared with the Funds, investors, or portfolio companies of the Funds. For example, expenses associated with airline travel or hotel stays that are borne by the Funds typically generate cash rebates, “miles,” credit card “points” or credit in loyalty or status programs, and such benefits and amounts will (whether or not *de minimis* or difficult to value) inure exclusively to the Adviser or Adviser Personnel (and not the Funds or the investors or portfolio companies of the Funds), even if expenses that generated such benefits were borne by the Fund(s) or their portfolio companies.

Certain Advisory Committee Consents

Many of the Funds have established an advisory committee consisting of representatives of a limited number of investors in the applicable Fund. Certain transactions by a Fund that would otherwise be prohibited by its Organizational Documents, including certain transactions that involve potential conflicts of interest between such Fund, on the one hand, and other Funds, Co-Investment Vehicles or the Adviser or its affiliates, on the other hand, may be effected with the consent of such Fund’s advisory committee. Additionally, the Adviser may notify, consult with, or seek the consent of the applicable Fund’s 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 applicable Organizational Documents. Some or all of the members of a Fund’s advisory committee will likely also be on the advisory committee of the other Funds with which there is a potential conflict, or will likely represent investors that have an interest in both of the Funds or Co-investment Vehicles involved in such conflict of interest. There is often significant overlap between the members of the advisory committee for a Fund and the members of the advisory committees of other Funds. Such overlapping advisory committee members are not precluded from participating in discussions with respect to, or from voting on, such transactions that involve potential conflict of interests, including between such Funds.

In addition, the advisory committee of a Fund will not represent the interests of all of the investors in such Fund, each member of the advisory committee may act in the interests of the investor with which it is associated, and the members of the advisory committee may themselves be subject to various other conflicts of interest, which may influence their decisions on matters presented to the advisory committee. For example, a member of an advisory committee may be associated with an investor that is (or an affiliate of which is) a participant in a transaction that is subject to the consent of a Fund’s advisory committee or a member or its associated investor may have separate business or personal relationships with the Adviser, its affiliates or Adviser Personnel. A member of an advisory committee who is, or who is associated with an investor that is, subject to a conflict of interest with respect to a matter brought before such advisory committee or arising out of another business or personal relationship with the Adviser, its affiliates or Adviser Personnel will not be prohibited from participating in discussions with respect to, or from voting on, matters brought to such advisory committee. In general, the investors in a Fund will not be entitled to control the selection of members of such Fund’s advisory committee or to review the actions or deliberations of such Fund’s advisory committee.

Side Letters; Organizational Document Conflicts

The Adviser often enters into certain side letter arrangements with certain investors in a Fund providing such investors with different or preferential rights or terms that are not made available to investors in such Fund generally and which may, in certain instances, include, without limitation: different compensation structures and other preferential economic rights (including discounted or rebated compensation terms, modified waterfall mechanics or receipt of a portion of the Adviser's compensation, none of which generally will be subject to the "most-favored nation" provisions of a Fund's Organizational Documents); information and reporting rights; excuse or exclusion rights; waiver of certain confidentiality obligations; co-investment rights; rights to serve on a Fund's advisory committee; certain rights or terms necessary in light of particular legal, regulatory, or policy requirements of a particular investor; additional obligations and restrictions with respect to structuring particular investments in light of the legal and regulatory considerations applicable to a particular investor; special consent rights; and liquidity or other transfer rights. Side letters may also relate to strategic relationships under which an investor agrees to make capital commitments to multiple Funds. Except as otherwise agreed with an investor in a Fund, the Adviser is not required to disclose the terms of side letter arrangements with other investors in the same Fund.

Side letters subject the Adviser to conflicts of interest, including in circumstances where an investor's right to serve on the relevant Fund's advisory committee results in the investor receiving additional information relative to other investors. To the extent an investor is subject to statutory or other limitations on indemnification, or otherwise negotiates rights relating thereto, other investors may be subject to increased losses, or be required to bear an increased portion of indemnification amounts. Other side letter rights are likely to confer benefits on the relevant limited partner at the expense of the relevant Fund or of limited partners as a whole, including in the event that a side letter confers additional reporting, information rights, or transfer rights, the costs and expenses of which are expected to be borne by the relevant Fund. As a consequence of one or more limited partners being excused or excluded, or from regulatory, tax or other factors altering or limiting their participation in investments or ability to bear certain liabilities or obligations, the aggregate returns realized by participating or non-participating limited partners could be adversely affected in a material manner by the unfavorable performance of particular investments; similar considerations apply in the event a limited partner defaults on a drawdown in respect of an investment. Although the Adviser believes it to be unlikely, excuse rights requested or received by one or more limited partners (or such regulatory, tax or other factors applicable to such limited partners) representing a substantial percentage of a Fund have the potential to create significant variations in limited partner investment returns or exposure to liabilities or obligations, or to influence or affect the investment strategy and pursuit of investment opportunities by the general partner on behalf of the relevant Fund as a whole. A limited partner's voting rights for regulatory or other reasons can be limited in circumstances specified in the Organizational Documents; conversely, a limitation on one or more limited partners' voting rights generally will increase the voting rights percentage of other limited partners in the relevant Fund. Further, limited partners with different domiciles or tax categorizations could receive different investment returns or amounts of tax basis or pay different levels of expenses, e.g., based on tax savings or ownership of alternative investment vehicle, "blocker" or other structures used to facilitate their investments in, through or below a Fund.

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

Investment by a Fund in Other Private Investment Funds

Subject to the consent of the advisory committee of the applicable Fund, a Fund may invest in other investment funds or similar entities. The Adviser generally expects that any such investments by the applicable Fund would be relatively small investments in terms of dollars invested and generally made at least in part for strategic reasons (e.g., where the Adviser believes that there is potential to generate additional investment opportunities alongside the other investment fund or entity). A Fund's investment in such other fund or entity would generally be subject to an advisory fee and carried interest in favor of the sponsors or managers of the other fund or entity. This would potentially result in an extra layer of advisory fee and carried interest being borne indirectly by investors in such Fund because any Advisory Fee or Carried Interest paid by a Fund to the sponsors or managers of such other fund or entity is not expected to result in a reduction in the Advisory Fee or Carried Interest payable by such Fund, except as otherwise required by the Organizational Documents of such Fund. Similarly, investments by a Fund in other funds would result in an additional layer of expenses (i.e., expenses incurred by such other fund) that would be borne indirectly by such Fund and its investors.

Investment opportunities that derive from the sponsors or managers of an investment fund or entity in which a Fund has invested may be offered to other Funds (including Co-Investment Vehicles) even if a main reason for such Fund's investment in the other fund or entity was for potential deal flow. For example, a Fund may not have capital available for new investment opportunities at the time that the Adviser learns of a potential investment opportunity from the sponsor or manager of the other fund or entity or the Adviser may determine that such potential investment opportunity is more appropriate for another Fund. In addition, the Adviser itself may be the principal beneficiary of any benefits or opportunities derived from a Fund's investment in another investment fund or similar entity (e.g., as a result of relationships established with the managers of such investment fund or similar entity).

Funds have invested in investment funds managed by active executives or entrepreneurs of a portfolio company of another Fund. In the event that an investment fund in which a Fund has made an investment is managed by (or otherwise associated with) active executives or entrepreneurs of a portfolio company of a Fund, such persons' activities with respect to such investment fund may result in conflicts of interest related to allocating time, services, resources, or investment opportunities, which could have an adverse effect on the performance of such portfolio company and the returns to the Fund that invested in such portfolio company.

Distributions in Kind

In certain instances, the Adviser is permitted to distribute securities of a portfolio company in kind to the investors in a Fund, while causing another Fund that has invested in such portfolio company to either sell such portfolio company's securities or continue to hold such portfolio company's securities. Any such sale or 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 Fund that continues to hold such company's securities and may negatively impact the ultimate returns to such Fund with respect to its investment in such company.

If a Fund makes a distribution in kind, such Fund's general partner will typically receive the same securities as the investors in such Fund in such distribution as Carried Interest (which generally will be made using the value of the relevant securities on the date of contribution). Such general partner will act in its own interest with respect to its share of such securities and may determine to sell the distributed securities (which may include selling its securities prior to the time at which an investor sells its distributed securities), hold the distributed securities for such amount of time as such general partner shall determine, or distribute such securities to such general partner's beneficial owners (who then may make their own determinations as to whether to sell or hold such securities). The ability of a Fund's general partner to act in its own interest with respect to such distributed securities creates a conflict of interest between such general partner and its partners and affiliates, on the one hand, and the investors in the applicable Fund, on the other hand. The Organizational Documents of certain Funds may permit, for tax purposes or other reasons, the general partner of such Fund to cause such Fund to distribute such general partner's share of securities resulting from an investment disposition by such Fund to such general partner or its affiliates (including Managing Directors and employees) in kind, while disposing of the investors' share of such securities and distributing the net cash proceeds of such sale of securities to such investors. This ability creates conflicts of interest between the general partner and the investors in the applicable Fund because such general partner may have an incentive to cause the such Fund to exit an investment at a time that may result in such investors receiving a lesser return on such investment than would be the case if such general partner was prohibited from receiving its proceeds from investments in kind (or was otherwise required to receive its share of investment proceeds in the same form as investors). For example, the general partner and its partners and affiliates may intend to hold the investment for a different time period than the Adviser deems suitable for the Fund. Although the general partner and its partners and affiliates bear the risk that such securities will decrease during their holding period, to the extent the value of the relevant securities increases following the Fund's disposition thereof, neither the relevant Fund nor its limited partners will benefit from the increase, and over time the economic benefit to the general partner and its partners and affiliates could exceed the value of the general partner's pro rata interest in the Fund and the amount of carried interest owed. To the extent the general partner's partners and affiliates contribute such securities to a charity (including to a private foundation or other charitable organization associated with, operated or chosen by such persons or their families), any tax efficiencies or other personal benefits associated with the contribution will inure to the benefit of such individuals rather than to the Fund or its limited partners.

Information Withheld from Certain Investors

The Organizational Documents of certain Funds permit such Fund's general partner to withhold information from certain investors in such Fund in certain circumstances. In particular, it is anticipated that a Fund's general partner will obtain certain types of material information that will not be disclosed to investors. For example, a Fund's general partner expects to obtain information regarding portfolio companies (e.g., via representatives of the general partner serving as directors of portfolio companies) that is material to determining the value of investments in such portfolio companies. Such information may be withheld from investors, or certain investors, in order to comply with duties to such portfolio companies or otherwise to protect the interests of such portfolio companies or a Fund (including in the case of investors that are subject to laws that might require the public disclosure of such information). For instance, information may be withheld from investors that are subject to Freedom of Information Act or similar requirements. Decisions by the Adviser or its affiliates to withhold information may have adverse consequences for limited partners in a variety of circumstances. For example, a limited partner that seeks to transfer its interest in a Fund may have difficulty in determining an appropriate price for such interest. Decisions to withhold information may also make it difficult for a limited partner to monitor the Adviser and its performance. Additionally, it is anticipated that limited partners that designate representatives to participate on a Fund's advisory committee generally may, by virtue of such participation, have more or earlier information about a Fund and its investments in certain circumstances than other limited partners. Limited partners generally will bear the expenses of responding to disclosure requests, including in connection with state public records, similar freedom of information and other laws, whether or not the relevant Fund succeeds in asserting confidentiality for requested documents and other materials. The general partner will often elect to withhold certain information to such investors for reasons relating to the general partner's public reputation or overall business strategy, despite the potential benefits to such investors of receiving such information.

Please see the discussion above under the sub-heading "Resolution of Conflicts" for a description of the means by which the Adviser and its related persons may seek to alleviate conflicts of interest among the Funds or other persons.

Item 12. Brokerage Practices

The Funds invest primarily in private equity ventures, the Adviser anticipates that investments in publicly traded securities will be infrequent occurrences (e.g., money market instruments pending investment in a portfolio company, securities held as a result of initial public offerings of portfolio companies, going-private transactions, etc.). However, to meet its fiduciary duties to the Funds, the Adviser has adopted written policies to address issues that might arise with respect to purchasing, holding, and selling publicly traded securities.

Selection of Brokers and Dealers

For each of the Funds, the Adviser generally has, subject to the direction of such Fund's general partner, sole discretion over the purchase and sale of investments (including the size of such transactions) and, while unusual and unlikely, the broker or dealer, if any, to be used to effect transactions. In placing each transaction for a Fund involving a broker-dealer, the Adviser will

seek “best execution” of the transaction. “Best execution” means obtaining for a Fund account the most favorable price and execution for such account, taking into account the circumstances of the transaction and the reputability and reliability of the executing broker or dealer. The lower possible commission cost is not necessarily sought in that it may not result in the best quality execution of transactions effected for a Fund.

In determining whether a particular broker or dealer is likely to provide best execution in a particular transaction, the Adviser takes into account all factors that it deems relevant to the broker’s or dealer’s execution capability, including, by way of illustration, price, the size of the transaction, the nature of the market for the security, the amount of the commission, the timing of the transaction taking into account market prices and trends, the reputation, experience, and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions. When purchasing or selling over-the-counter securities with market makers, the Adviser generally seeks to select market makers it believes to be actively and effectively trading the security being purchased or sold.

In order to monitor best execution, the Adviser will periodically monitor broker-dealers to assess the quality of execution of brokerage transactions effected on behalf of the 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. The Adviser currently does not have any formal or informal “soft dollar” arrangements whereby it receives research or brokerage products or services. The Adviser may, however, receive proprietary research and other limited benefits from broker-dealers incidental to doing business with such broker-dealer, but only where (i) there is no arrangement to direct a specific amount of commission business to such broker-dealer in exchange for such benefits and (ii) the Adviser does not “pay up” for such items in the form of higher commissions on Fund trades.

Aggregation of Trades

The Adviser and its affiliates may aggregate (or bunch) the orders of more than one Fund for the purchase or sale of the same publicly traded security because larger transactions may enable them to obtain better overall prices, including lower commission costs or mark-ups or mark-downs. The Adviser and its affiliates may combine orders on behalf of Funds with orders for other Funds for which it or its affiliates have trading authority, or in which it or its affiliates have an economic interest. In such cases, the Adviser and its affiliates generally aggregate trade orders for publicly traded securities so that each participating Fund will receive the average price for each execution of a transaction.

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

Item 13. Review of Accounts

Oversight and Monitoring

The portfolio investments of the Funds are generally private, illiquid, and long-term in nature, and accordingly the Adviser's review of them is not directed toward a short-term decision to dispose of securities. However, the Adviser closely monitors the portfolio investments of the Funds and, in many cases, maintains an ongoing oversight position in such portfolio investments. Portfolio investments are reviewed by the investment professional(s) who are primarily responsible for such portfolio investment and other investment professionals who are part of the same group, on an ongoing basis.

Reporting

Investors in a Fund should refer to the Organizational Documents of such Fund for further information on the reports provided to a particular Fund's investors. The Organizational Documents of certain Funds generally require, for example, investors in the Funds to receive, among other things, a copy of audited financial statements of the relevant Fund within 90 days after the fiscal year end of such Fund, as well as unaudited financial statements within 45 days after each fiscal quarter end. Reports provided to investors and reporting timeframes for other Funds may differ.

The Adviser and the applicable general partner, if any, will from time to time, in their sole discretion, provide additional information relating to such Fund to one or more investors in such Fund as they deem appropriate, including written investor letters with respect to a Fund and its performance, and certain other reports and analyses to investors and potential investors upon request.

Item 14. Client Referrals and Other Compensation

For details regarding economic benefits provided to the Adviser by non-clients (including fees or other remuneration from portfolio companies and discounts on products and services provided by portfolio companies), including a description of related material conflicts of interest and how they are addressed, please see Items 5 and 11 above as well as the Organizational Documents of each Fund.

While not a client solicitation arrangement, the Adviser engages one or more persons to act as a placement agent for a Fund in connection with the offer and sale of interests to certain potential investors. Such persons generally will receive a fee in an amount equal to a percentage of the capital commitments for interests made by such potential investors to such Fund that are subsequently accepted. In accordance with the Organizational Documents of a Fund, the economic burden of such placement agent fees are generally borne by the Adviser.

Item 15. Custody

The Adviser and its affiliates are deemed to have custody of funds and securities held in the name of one or more Funds because it has the authority to obtain funds or securities of the Funds, for

example, by deducting Advisory Fees from a Fund's account or otherwise withdrawing funds from a Fund's account. Rule 206(4)-2 under the Advisers Act (the "Custody Rule") imposes certain requirements on registered investment advisers who have actual or deemed custody of clients' assets. However, the Adviser is exempt from (or is deemed to comply with) many of the provisions of the Custody Rule because (i) each Fund is audited in accordance with U.S. Generally Accepted Accounting Principles on an annual basis by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and audited financial statements are distributed to each investor in the Funds within 120 days of the end of each Fund's fiscal year, and (ii) each Fund's assets are held at a qualified custodian to the extent required by the Custody Rule and related SEC guidance. Such qualified custodians include prime brokers, banks, and other broker-dealers.

Item 16. Investment Discretion

The Adviser has discretionary authority to determine the portfolio investments to be bought and sold on behalf of each Fund. Investment advice is provided directly to the Funds, subject to the direction and control of the general partner of each Fund, and not individually to the investors in the Funds. Services are provided to the Funds in accordance with the Advisory Agreements with the Funds and Organizational Documents of the applicable Fund. This discretionary authority is subject to the investment objectives, policies and restrictions which, if any, are generally set forth in the Organizational Documents of a Fund.

Item 17. Voting Client Securities

Although the Funds invest primarily in private companies that generally do not issue proxies, the Adviser has established written policies and procedures setting forth the principles and procedures by which the Adviser votes or gives consent with respect to securities owned by the Funds ("Votes"). The guiding principle by which the Adviser votes all Votes is to vote in the best interests of each Fund. The Adviser does not permit decisions regarding Votes to be influenced in any manner that is contrary to, or dilutive of, this guiding principle.

Funds and investors in the Funds cannot direct the Adviser's Vote.

All decisions regarding Votes initially are referred to the appropriate Managing Director, or equivalent investment lead for the particular portfolio investment, for review and consideration. Such person is responsible for notifying the Adviser's Chief Legal Officer (the "CLO") of each Vote. The Adviser's investment professionals are responsible for making voting decisions with respect to all proxies and for providing required documentation to the CLO. The Adviser's investment professionals are responsible for ensuring that proxies are voted and submitted in a timely manner. Conflicts of interests in connection with any Vote will be resolved after such conflicts are reviewed by the CLO and the Adviser's Investment Conflicts and Allocation Committee. Copies of relevant proxy logs, identifying how proxies were voted in connection with

a Fund and copies of proxy voting policies are available to any client or prospective client upon written request to:

Anthony Dell, Chief Compliance Officer
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With respect to class actions involving companies in which the Funds have invested, the CCO, the CLO, and applicable Managing Director will determine whether the Funds will (a) participate in a recovery achieved through a class action, or (b) opt out of the class action and separately pursue their own remedy. The CCO oversees the completion of “Proof of Claim” forms and any associated documentation, the submission of such documents to the claim administrator, and the receipt of any recovered monies. The CCO will maintain documentation associated with the Funds’ participation in class actions. If the Adviser, on behalf of the Funds, participates in a class action lawsuit and later receives any recovery amounts, those amounts will generally be credited to the Funds who participated in the investment giving rise to the class action.

Item 18. Financial Information

The Adviser does not require or solicit prepayment of any fees six months or more in advance and does not have any financial conditions that are likely to impair its ability to meet contractual commitments to the Funds.

Item 19. Requirements for State-Registered Advisers

Item 19 is not applicable to the Adviser.