

TriplePoint Advisers LLC

Form ADV Part 2A Brochure

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This brochure (“**Brochure**”) provides information about the qualifications and business practices of TriplePoint Advisers LLC (the “**Adviser**,” “**we**,” “**our**,” and “**us**”). If you have any questions about the contents of this Brochure, please contact us at 650-854-2090. The information in this BBrochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority. Registration as an investment adviser does not imply any level of skill or training.

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

Item 2 Material Changes

Not applicable.

Important Note about this Brochure

This Brochure is not:

- *an offer or agreement to provide advisory services to any person*
- *an offer to sell interests (or a solicitation of an offer to purchase interests) in any investment vehicle*
- *a complete discussion of the features, risks or conflicts associated with any investment vehicle or advisory service*

As required by the Investment Advisers Act of 1940, as amended (“**Advisers Act**”), the Adviser provides this Brochure to current and prospective clients and can also, in its discretion, provide this Brochure to current or prospective investors in an investment vehicle, together with other relevant documents, such as the investment vehicle’s offering or private placement memorandum, organizational documents and related transaction documents, as applicable, prior to, or in connection with, such persons’ investment. Additionally, this Brochure is available through the SEC’s Investment Adviser Public Disclosure website.

Although this publicly available Brochure describes investment advisory services and products of the Adviser, persons who receive this Brochure (whether or not from the Adviser) should be aware that it is designed solely to provide information about the Adviser as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure could differ from information provided in relevant client governing documents. More complete information about each investment vehicle is included in each client’s governing documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any applicable client governing documents, such client governing documents shall govern and control.

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Item 4 **Advisory Business**

The Adviser was formed in August 2013. The Adviser provides investment management services to its advisory clients, which may include from time to time, without limitation, privately offered investment funds, joint ventures, separately managed accounts, investment companies registered under the U.S. Investment Company Act of 1940 (the “**1940 Act**”), closed-end management investment companies electing to be treated as “business development companies” under the 1940 Act, other institutional clients and other types of funds and accounts. As of the date of this Brochure, the Adviser provides investment management services on a discretionary basis to (i) TriplePoint Venture Growth BDC Corp. (“**TPVG**”) and TriplePoint Private Venture Credit Inc. (“**TPVC**” and together with TPVG, the “**BDCs**”), two closed-end management investment companies that have elected to be regulated as business development companies under the 1940 Act and (ii) TriplePoint Venture Lending Fund, LLC a privately-offered investment vehicle (the “**Private Fund**” and together with the BDCs, “**Clients**”).

The Adviser is a wholly-owned subsidiary of TriplePoint Capital LLC (“**TriplePoint Capital**”), which is widely recognized as a leading global financing provider devoted to serving venture capital-backed companies with creative, flexible and customized debt financing, equity capital and complementary services throughout their lifespan. TriplePoint Capital invests on a proprietary basis, through other investment funds and accounts, in companies or investments that are the same or similar to those invested in by Clients.

Client assets are managed in accordance with the particular investment objectives, strategies, restrictions and guidelines set forth in, as applicable, each Client’s investment advisory agreement, investment management agreement, subscription agreement, limited liability company agreement, limited partnership agreement, registration statement filed with the SEC, and any other relevant agreements or organizational documents (“**Governing Documents**”). We do not generally tailor our advisory services to the needs of individual investors, however, at the establishment of a fund, specific investment criteria may be established for the fund in consultation with prospective investors. Prior to investing in a Client, prospective investors should review Client Governing Documents to confirm the suitability of an investment in a Client based on the investor’s particular circumstances.

The Private Fund employs a “master-feeder” structure for regulatory, tax or investment purposes. Generally, a master-feeder structure vests trading operations in one or more “master” funds while investors may typically access the master fund(s) only through one or more “feeder” funds. These feeder funds, in turn, invest (directly or indirectly) in the master fund(s). Affiliates of the Adviser serve as general partners of the feeder funds and a managing member of the master fund (the “**General Partners**” or “**Managing Member**”); however, the investment management services are performed by the Adviser pursuant to an investment management agreement by and between the Adviser and the Private Fund.

As of December 31, 2022, the Adviser managed (i) \$1,716,190,428 of assets on a discretionary basis and (ii) \$0 of assets on a non-discretionary basis.

Item 5 Fees and Compensation

The compensation paid to the Adviser by each BDC is set forth in applicable Governing Documents, including the BDCs' registration statements and investment advisory agreements filed with the Securities and Exchange Commission ("**SEC**"). As publicly disclosed, the BDCs pay (i) asset-based management fees and (i) performance-based fees from income and/or capital gains, provided certain investment performance "hurdles" (i.e., minimum investment return thresholds) are met.

Investors in Private Funds should review the Governing Documents for information on fees and compensation payable by investors in any Private Fund. We do not have a set fee schedule. Fees are negotiated with each Client or established in connection with the Client's formation (or, at the outset of a fund formation, fees may be subject to negotiation with prospective investors). Fees can include asset-based management fees, fixed fees, administrative fees and such other fees which may be negotiated with the Client. Such fees may be affected by the amount of assets under management, the Client's investment objective and the manner in which funds are invested.

Other Expense Information

Client Expenses

In addition to the fees described above, Clients pay or reimburse us for certain fees and expenses. These fees and expenses vary from Client to Client and are specifically set-out in each Client's Governing Documents.

Clients generally bear organizational and offering expenses and operating expenses, which may include but are not limited to transaction-related expenses, professional fees, valuation fees, audit and tax preparation fees, insurance, and other similar costs and expenses.

Administration Fees

Clients generally enter into administration agreements with our affiliate for the provision of administrative services on behalf of such Clients. As compensation for administrative services, Clients are generally obligated to pay their allocable portion of overhead and other expenses incurred by the administrator in performing its obligations under such administration agreement, including rent and an allocable portion of the costs of compensation and related expenses of the chief compliance officer, chief financial officer and their respective staffs.

Other Fees

Clients may be charged or bear other fees in addition to the fees described herein ("**Other Fees**"). The scope and composition of Other Fees will vary across each Client based on terms of the Governing Documents thereof and will differ over time.

Allocation of Fees, Costs, and Expenses among Multiple Clients

We may incur, from time to time, fees, costs and expenses on behalf of one or more Clients. To the extent that such fees, costs, and expenses are incurred for the account or for the benefit of one

or more Clients, such Clients will typically bear an allocable portion of any such fees, costs, and expenses (subject to the terms of the applicable Governing Documents of the Clients).

Item 6 Performance Based Fees and Side-by-Side Management

As described above, the Adviser is entitled to receive performance based fees. Performance fee structures differ from Client to Client, including with respect to performance fee calculation and timing of payment. Performance fees paid by one or more Clients may be higher than other Clients. The Adviser reserves the right to enter into investment management agreements with clients in the future that do not pay performance fees. Performance fee arrangements may create an incentive for the Adviser to make investments on behalf of Clients that are riskier or more speculative than would be the case in the absence of such performance-based compensation. Performance fees are typically payable only after a certain return target has been achieved, in the form of an internal rate of return hurdle. The payment by some, but not all, Clients of performance fees, or the payment of management fees or performance fees at varying rates, would create an incentive for the Adviser to disproportionately allocate time, services or functions to Clients paying performance fees, or Clients paying management fees and/or performance fees at higher rates, or disproportionately allocate favorable investment opportunities to such Clients. The Adviser seeks to mitigate risks and conflicts of interest with respect to differing fee arrangements by, among other things, allocating investments among Clients with similar investment programs but different fee structures in a manner consistent with our investment allocation policy (“**Allocation Policy**”). Please see Item 11 below.

Item 7 Types of Clients

The Adviser provides investment management services to its advisory clients, which may include from time to time, without limitation, privately offered investment funds, joint ventures, separately managed accounts, investment companies registered under the 1940 Act, closed-end management investment companies electing to be treated as business development companies under the 1940 Act, other institutional clients and other types of funds and accounts. As of the date of this Brochure, the Adviser provides investment management services to the BDCs and the Private Fund.

Interests in the Private Fund are offered to investors pursuant to applicable exemptions from registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and the 1940 Act. Investors in the Private Fund are generally institutional investors.

The Adviser and/or the relevant General Partner or Managing Member may enter into separate agreements, commonly referred to as “side letters,” with certain investors in the Private Fund, which may have the effect of establishing preferential rights under, altering, or supplementing the terms of, Governing Documents of the Private Fund with respect to such investor, in a manner more favorable to such investor than those applicable to other investors in the Private Fund. Such rights or terms pursuant to such side letters may include, for example (and without limitation), fee arrangements or hurdle rates with respect to an investor, reporting obligations, waiver of confidentiality obligations, consent to certain transfers or withdrawals by an investor, or rights or terms necessary in light of particular legal, regulatory, or tax requirements or concerns of an investor.

The minimum investment amount, if any and as applicable, and other criteria for investments in Clients are set forth in the relevant Governing Documents.

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

Methods of Analysis and Investment Strategies

As disclosed in more detail in our Clients' Governing Documents, we invest clients primarily in secured loans as well as in equity "kickers" in the form of warrants and direct equity investments. We leverage TriplePoint Capital's global investment platform to directly originate loans to venture capital-backed and venture growth companies primarily in the United States and we may invest on a limited basis in Europe, Israel, and Canada. Our core investment philosophy is described as the "Four Rs." The Four Rs stand for:

- **Relationships**—We seek to develop and maintain deep, longstanding and mutually beneficial relationships with TriplePoint Capital's select group of leading venture capital investors, borrowers and entrepreneurs.
- **Reputation**—We seek to preserve and extend the strong reputation of TriplePoint Capital's brand and franchise as a creative, flexible and dependable financing partner with a focus on efficiency, responsiveness and customer service when interacting with venture capital investors, borrowers and entrepreneurs and when originating, structuring, underwriting and monitoring our investments.
- **References**—We seek to make every venture capital investor, borrower and entrepreneur with whom we work a reference so that they not only work with us again but also encourage others to work with us. We believe that receiving referrals from TriplePoint Capital's select group of leading venture capital investors, borrowers and entrepreneurs is a critical part of our investment origination process and differentiates us from other lenders.
- **Returns**—We believe that by focusing on relationships, reputation and references, in addition to utilizing our specialized and established credit and monitoring process, we generate attractive risk-adjusted returns over the long-term.

We invest primarily in (i) growth capital loans that have a secured collateral position and that are used by venture capital-backed companies to finance their continued expansion and growth, (ii) equipment financings, which may be structured as loans or leases, that have a secured collateral position on specified mission-critical equipment or the entire company, (iii) on a select basis, revolving loans that have a secured collateral position and that are used by venture capital-backed companies to advance against inventory, components, accounts receivable, contractual or future billings, bookings, revenues, sales or cash payments and collections including proceeds from a sale, financing or equivalent and (iv) direct equity investments in venture capital-backed companies. In connection with our growth capital loans, equipment financings and revolving loans, our Clients generally receive warrant investments that allow Clients to participate in any equity

appreciation of borrowers and enhance our overall investment returns. We may also invest on a limited basis in equity investments.

While TPVC and the Private Fund's investment strategies are expected to primarily consist of providing financing to venture capital-backed companies across all stages of their development, including the venture growth stage, TPVG pursues an investment strategy that is focused primarily on the venture growth stage. The profile and underwriting characteristics of an early stage venture capital-backed company are very different from those of a later stage venture capital-backed company and/or those of a venture growth stage company. Furthermore, within venture growth stage companies, the uses, structures and value propositions of debt financing vary considerably among companies and industries and require a high degree of venture lending and venture leasing expertise and technology and other high growth industries knowledge, specialization and flexibility from a lender.

We primarily target investment opportunities in companies that have received equity investment from venture capital investors. However, having backing from a venture capital investor does not guarantee financing from us. Prospective borrowers must further qualify based on our Adviser's rigorous and established investment selection and underwriting process. Our underwriting process is designed to ensure that our portfolio companies intend to make strategic and balanced use of potential investment proceeds, while avoiding excessive risk and ensuring a low likelihood of default. Each investment opportunity is then subject to our rigorous diligence and credit analysis process, which is based on our senior investment team's extensive experience and tailored specifically for venture capital-backed companies. This process differs notably from traditional lending analysis, combining both qualitative and quantitative analysis and assessment, versus traditional, purely quantitative credit analyses. There is a heavy orientation towards a qualitative and subjective investment-oriented review, taking into account such factors as:

- investor quality, track record and expected level of participation in future financing events;
- management team experience, completeness, performance to date, and ability to perform;
- industry segment/market attractiveness and outlook, competitive dynamics, and growth potential
- detailed assessment and analysis of the venture capital-backed company's current products or technology and future products or technology, including value proposition and return on investment to its customers and its ability to expand and grow its customer base;
- current and future financial position, including financial projections and sensitivity analyses, historical performance, cash balance and burn analysis, capitalization structure, feasibility of financial plan and underlying assumptions, break-even/profitability timing, future cash needs and future financing plans;
- stage of development and execution timeline and milestones and the likelihood and feasibility of achieving such milestones; and

- transaction risk/return profile—assessing the strengths, weaknesses, risks, loan-to-value, liquidation values and outlook of the borrower compared to the structure, pricing, potential returns, likelihood of repayment and collateral structure of the proposed debt financing.

Our Adviser’s diligence and credit analysis process typically includes on-site visits by one of our Adviser’s Investment and Credit Analysis professionals to a prospective borrower’s headquarters and other facilities, interviews with key management and board members and reference checks on senior management. In addition, the diligence process may include discussions with key industry research analysts, other industry participants, customers and suppliers, where appropriate. One of our Adviser’s professionals also typically reviews the prospective borrower’s organizational documents and structure, capital structure, assets, liabilities, employee plans, key customer or supplier contracts, legal and tax matters and other relevant legal documentation. The Investment and Credit Analysis professional submits a detailed credit and due diligence memorandum describing and analyzing the proposed transaction, as well as the outcome of the diligence and credit analysis activities. This memorandum is circulated to members of our Adviser’s Investment Committee for approval.

Risks Related to the Adviser’s Business Structure

Clients may be exposed to a deterioration in the economy and financial markets.

The broader fundamentals of the United States and global economies remain mixed. In the event that the United States economy, or economies in Europe or Latin America, contract, it is likely that the financial results of venture capital-backed and venture growth stage companies, could experience deterioration or limited growth from current levels, which could ultimately lead to difficulty in meeting their debt service requirements and an increase in defaults. Consequently, Clients have no assurance that the performance of certain portfolio companies will not be negatively impacted by economic cycles, industry cycles or other conditions, which could also have a negative impact on Clients. Although Clients may be able to secure access to additional liquidity, the potential for volatility in capital markets provides no assurance that debt or equity capital will be available to Clients in the future on favorable terms, or at all.

Clients depend on our Executive Officers and Senior Investment Team in particular, Mr. Labe and Mr. Srivastava.

We have entered into a staffing agreement (“**Staffing Agreement**”) with TriplePoint Capital LLC (“**TriplePoint Capital**”). Pursuant to the Staffing Agreement, TriplePoint Capital makes, subject to the terms of the Staffing Agreement, its investment and portfolio management and monitoring teams available to us. We believe that the Staffing Agreement (i) provides Clients with access to deal flow generated by TriplePoint Capital in the ordinary course of its business; (ii) provides Clients with access to TriplePoint Capital’s investment professionals, including its senior investment team led by Mr. Labe and Mr. Srivastava, and TriplePoint Capital’s non-investment employees; and (iii) commits certain key senior members of TriplePoint Capital’s Investment Committee to serve as members of our Investment Committee. Under the Staffing Agreement, TriplePoint Capital is required to make us aware of any financings that TriplePoint Capital evaluates, originates, or in which TriplePoint Capital participates, and we responsible for

allocating the investment opportunities among our Clients and affiliates fairly and equitably over time in accordance with our Allocation Policy. Clients will depend on the diligence, skill and network of the business contacts of our senior investment team to achieve Client investment objective. Clients cannot be assured that TriplePoint Capital will fulfill its obligations under the Staffing Agreement or its allocation policy. Further, the Staffing Agreement may be terminated with 60 days' prior written notice, and Clients cannot be assured that the Staffing Agreement will not be terminated by TriplePoint or that we will continue to have access to the professionals and Investment Committee of TriplePoint Capital or its information and deal flow. The loss of any such access would limit Clients' abilities to achieve our investment objective and operate as Clients anticipate. This could have a material adverse effect on Clients.

Clients depend on TriplePoint Capital's relationships.

Clients depend, in part, upon TriplePoint Capital to maintain industry relationships, including with a select group of leading venture capital investors, and we utilize these relationships to source and identify potential investment opportunities, although this group of leading venture capital investors, which may be modified from time to time, is not obligated to provide Clients with referrals for investment opportunities. If TriplePoint Capital fails to maintain or develop such relationships, or if Clients fall out of favor with such venture capital investors, it could decrease Client access to these investors or their support and Clients may not be able to grow their investment portfolios. Clients have no assurance that these relationships will result in any investment opportunities in the future. In addition, any harm to the reputation of TriplePoint Capital and/or its select group of leading venture capital investors or their relationships could decrease our deal flow and the outlook of our Clients' investments which could have a material adverse effect on Clients.

Clients depend on the ability of TriplePoint Capital and the Adviser to attract and retain qualified personnel in a competitive environment.

Clients depend on TriplePoint Capital and the Adviser to retain and attract new investment and administrative personnel in a competitive market. Their ability to attract and retain personnel with the requisite credentials, experience and skills depends on several factors including, but not limited to, their and Client reputations and their ability to offer competitive wages, benefits and professional growth opportunities. Many of the entities with whom TriplePoint Capital and the Adviser compete for experienced personnel, including investment funds, have greater resources than they have.

Clients may not replicate the historical results achieved by TriplePoint Capital or members of its senior investment team.

Within venture capital-backed companies, the uses, structures and value propositions of debt financing vary considerably among companies and industries and require a high degree of venture lending and venture leasing expertise and technology and other high growth industries knowledge, specialization and flexibility from a lender. As a result, we cannot assure you that we will replicate the historical results achieved by the Adviser or members of its senior investment team and we

caution you that our investment returns could be substantially lower than the returns achieved by them in prior periods.

Clients operate in a highly competitive market for investment opportunities and Clients may not be able to compete effectively.

Our Clients' competitors include both existing and newly formed equity and debt focused public and private funds, other business development companies, investment banks, venture-oriented banks, commercial financing companies and, to the extent they provide an alternative form of financing, private equity and hedge funds. One or more of our Clients' competitors may have or develop relationships with TriplePoint Capital's select group of leading venture capital investors. Clients that are business development companies may also be limited in their ability to make an investment pursuant to the restrictions under the 1940 Act to the extent one or more of the BDCs' affiliates has an existing investment with such obligor. Additionally, many of our Clients' competitors are substantially larger and have considerably greater financial, technical and marketing resources. For example, some of our Clients' competitors may have access to funding sources that are not available to our Clients. In addition, some of our Clients' competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than our Clients. Furthermore, many of our Clients' competitors are not subject to the regulatory restrictions that the 1940 Act imposes on the BDCs or to the distribution and other requirements the BDCs must satisfy to maintain our ability to be subject to tax as a RIC.

The competitive pressures Clients face may have a material adverse effect on our Clients. Clients may not compete primarily on financing terms and some competitors make loans with rates that are comparable or lower than our Clients' rates. Clients may lose some investment opportunities if Clients do not match our competitors' pricing, terms and structure. However, if Clients match our competitors' pricing, terms and structure, Clients may experience decreased net interest income, lower yields and increased risk of credit loss. As a result of this competition, Clients may not be able to take advantage of attractive investment opportunities from time to time, and Clients may not be able to identify and make investments that are consistent with their investment objectives.

Incurring additional leverage could increase the risk of investing in Clients.

Leverage magnifies the potential for loss. Clients that use leverage to partially finance their investments will experience increased risks of investing in our Clients. If the value of our Clients' assets increases, then leveraging may cause the value of our Clients' assets to increase more sharply than it would have had Clients not leveraged. Conversely, if the value of our Clients' assets decreases, leveraging would cause the value of our Clients' assets to decline more sharply than it otherwise would have had our Clients not leveraged. Similarly, any increase in our Clients' income in excess of interest payable on the borrowed funds would cause our Clients' net investment income to increase more than it would without the leverage, while any decrease in our Clients' income would cause net investment income to decline more sharply than it would have had our Clients not borrowed. Such a decline could negatively affect our Clients' ability to pay common stock dividends, scheduled debt payments or other payments related to our Clients.

securities. The effects of leverage would cause any decrease in net asset value for any losses to be greater than any increase in net asset value for any corresponding gains.

Under certain circumstances, the use of leverage may increase the likelihood of default, which would disfavor the holders of our Clients common stock or of securities convertible into our Clients common stock or warrant investments representing rights to purchase our Clients common stock or securities convertible into our Clients common stock.

Our Clients finance certain of their investments with borrowed money, which magnifies the potential for gain or loss on amounts invested and increases the risk of investing in Clients.

Certain of our Clients finance certain of their investments with borrowed money when our Clients expect the return on our Clients investment to exceed the cost of borrowing. The use of leverage magnifies the potential for gain or loss on amounts invested. The use of leverage is generally considered a speculative investment technique and increases the risks associated with investing in our Clients. Lenders may have fixed dollar claims on our Clients' assets that are superior to the claims of our Clients' investors and our Clients should expect such lenders to seek recovery against our Clients assets in the event of a default. Our Clients could pledge their assets or the assets of a subsidiary under the terms of any debt instruments Clients may enter into with lenders. In addition, our Clients are or will likely be required to use the net proceeds of any investments that our Clients sell to repay a portion of the amount borrowed under such facility or instrument before applying such net proceeds to any other uses. If the value of our Clients' assets decreases, leveraging would cause the value of our Clients' assets to decline more sharply than it otherwise would have had our Clients not leveraged, thereby magnifying losses, potentially triggering mandatory debt payments or asset contributions under the leverage facility or eliminating our Clients' stake in a leveraged investment. Similarly, any decrease in our Clients' revenue or income will cause our Clients' net income to decline more sharply than it would have had our Clients not borrowed. Such a decline could also negatively affect our Clients' ability to make distributions. Our Clients' ability to service any debt depends largely on our Clients' financial performance and is subject to prevailing economic conditions and competitive pressures.

The 1940 Act imposes additional requirements on the BDCs in connection with the issuance of senior securities. For additional details on the risks and limitations on the use of leverage applicable to the BDCs, please review the BDCs' applicable Governing Documents.

Our Clients may default under their leverage facility or any future indebtedness or be unable to amend, repay or refinance any such facility or financing arrangement on commercially reasonable terms, or at all, which could have a material adverse effect on our Clients.

In the event our Clients default under their leverage facilities or any future indebtedness or are unable to amend, repay or refinance any such indebtedness on commercially reasonable terms, or at all, our Clients' businesses could be materially and adversely affected as our Clients may be forced to sell all or a portion of their investments quickly and prematurely at what may be disadvantageous prices in order to meet outstanding payment obligations and/or support working capital requirements under such leverage facility or any future indebtedness, any of which would have a material adverse effect on our Clients.

Changes in interest rates, changes in the method for determining LIBOR and the potential replacement of LIBOR may affect our Clients' cost of capital and net investment income.

General interest rate fluctuations and changes in credit spreads on floating rate loans may have a substantial negative impact on our Clients' investments and investment opportunities and, accordingly, may have a material adverse effect on our Clients' rate of return on invested capital, net investment income, net asset value and the market value of our Clients' common stock. The majority of our Clients' debt investments have, and are expected to have, floating interest rates, which generally are U.S. Prime rate-based and all of which have interest rate floors. Increases in interest rates tend to make it more difficult for our Clients' portfolio companies to service their obligations under the debt investments that our Clients' hold and increase defaults even where our Clients' investment income increases. Rising interest rates could also cause borrowers to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. Additionally, as interest rates increase and the corresponding risk of a default by borrowers increases, the liquidity of higher interest rate loans may decrease as fewer investors may be willing to purchase such loans in the secondary market in light of the increased risk of a default by the borrower and the heightened risk of a loss of an investment in such loans. All of these risks may be exacerbated when interest rates rise rapidly and/or significantly. Decreases in credit spreads on debt that pays a floating rate of return would have an impact on the income generation of our Clients' floating rate assets. Conversely, if interest rates were to decline, borrowers may refinance their loans at lower interest rates, which could shorten the average life of the loans and reduce the associated returns on the investment, as well as require the Adviser to incur management time and expense to re-deploy such proceeds, including on terms that may not be as favorable as our Clients' existing loans.

In addition, because our Clients borrow money to finance certain of their investments, our Clients net income will depend, in part, upon the difference between the rate at which our Clients borrow funds and the rate at which our Clients invest those funds. Portions of our Clients' investment portfolio and our Clients' borrowings under their existing leverage facilities have floating rate components. As a result, the recent significant changes in market interest rates have increased our Clients' interest expense. In periods of rising interest rates, such as in the current market, our Clients' cost of funds increases, which tends to reduce our Clients' net investment income. Our Clients may hedge against interest rate fluctuations by using standard hedging instruments such as interest rate swap agreements, futures, options and forward contracts, subject to applicable legal requirements, including all necessary registrations (or exemptions from registration) with the Commodity Futures Trading Commission. These activities may limit our Clients' ability to participate in the benefits of lower interest rates with respect to the hedged borrowings. Adverse developments resulting from changes in interest rates or hedging transactions could have a material adverse effect on our Clients' business, financial condition and results of operations. In addition, if our Clients' existing leverage facilities or any other financing arrangement were to become unavailable and attractive alternative financing sources were not available, it could have a material adverse effect on our Clients.

Although most U.S. dollar London Interbank Offered Rates ("**LIBOR**") will continue to be published through June 30, 2023, the U.K.'s Financial Conduct Authority no longer compels panel banks to continue to contribute to LIBOR and the Federal Reserve Board, the Office of the

Comptroller of the Currency, and the Federal Deposit Insurance Corporation have encouraged banks to cease entering into new contracts that use U.S. dollar LIBOR as a reference rate. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, supports replacing U.S.-dollar LIBOR with the Secured Overnight Financing Rate (“SOFR”), a new index calculated by short-term repurchase agreements, backed by Treasury securities. Although there are an increasing number of issuances utilizing SOFR or the Sterling Over Night Index Average, or SONIA, an alternative reference rate that is based on transactions, these alternative reference rates may not attain market acceptance as replacements for LIBOR. The transition away from LIBOR to alternative reference rates is complex and could have a material adverse effect on our Clients’ business, financial condition and results of operations, including as a result of any changes in the pricing of our Clients’ investments, changes to the documentation for certain of our Clients’ investments and borrowings and the pace of such changes, disputes and other actions regarding the interpretation of current and prospective loan documentation or modifications to processes and systems.

In anticipation of the cessation of LIBOR, our Clients may need to renegotiate any credit agreements extending beyond June 30, 2023 with their portfolio companies that utilize LIBOR as a factor in determining the interest rate or rely on certain fallback provisions that could cause interest rates to shift to a base rate plus a margin. Any such renegotiations may have a material adverse effect on our Clients’ business, financial condition and results of operations, including as a result of changes in interest rates payable to our Clients by their portfolio companies.

Provisions in debt obligations or any future indebtedness may limit our Clients’ discretion in operating their business.

Leverage facilities may be backed by all or a portion of our Clients’ assets on which the lenders may have a security interest. Our Clients may pledge their assets or the assets of a financing subsidiary and may grant a security interest in all of our Clients assets under the terms of any debt instrument our Clients enter into with lenders. Any security interests that our Clients grant will be set forth in a security agreement and evidenced by the filing of financing statements by the agent for the lenders. Any restrictive provision or negative covenant in the agreements governing our Clients indebtedness including applicable diversification and eligibility requirements, may limit our Clients’ operating discretion, which could have a material adverse effect on our Clients. A failure to comply with restrictive provisions or negative covenants in a leverage facility could result in an event of default and/or restrict our Clients’ ability to control the disposition of their assets and their utilization of any indebtedness.

Adverse developments in the credit markets may impair our Clients’ ability to enter into any other future borrowing facility.

During the past U.S. and global economic downturns, many commercial banks and other financial institutions stopped lending or significantly curtailed their lending activity. In addition, in an effort to stem losses and reduce their exposure to segments of the economy deemed to be high risk, some financial institutions limited refinancing and loan modification transactions and reviewed the terms of existing facilities to identify bases for accelerating the maturity of existing lending facilities. If these conditions recur, it may be difficult for Clients to enter into a new borrowing facility, obtain

other financing to finance the growth of their investments or refinance any outstanding indebtedness on acceptable economic terms or at all.

The failure in cyber security systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning or a support failure from external providers during a disaster could impair our Clients' ability to conduct business effectively.

The occurrence of a disaster, such as a cyber-attack against us or against a third-party that has access to our data or networks, a natural catastrophe, an industrial accident, failure of our disaster recovery systems, or consequential employee error, could have an adverse effect on our or our Clients' abilities to communicate or conduct business, negatively impacting our Clients. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data.

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could involve gaining unauthorized access to our information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption and result in disrupted operations, misstated or unreliable financial data, regulatory penalties, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation and damage to our business relationships, any of which could have a material adverse effect on our business, financial condition and results of operations.

Third parties with which we or our Clients do business may also be sources of cybersecurity or other technological risk. We outsource certain functions and these relationships allow for the storage and processing of our and our Clients' information, as well as counterparty, employee, and borrower information. While we engage in actions to reduce our and our Clients' exposure resulting from outsourcing, ongoing threats may result in unauthorized access, loss, exposure, destruction, or other cybersecurity incidents that affect our and our Clients' data, resulting in increased costs and other consequences as described above.

Risks Relating to our Clients' Investments

Our Clients' investments may be concentrated in (as applicable) technology and other high growth industries, including clean technology some of which are subject to extensive government regulation, which exposes our Clients to the risk of significant loss if any of these industry sectors experiences a downturn.

A consequence of our Clients' investment strategy is that our Clients' investment returns will be materially and adversely affected if the companies or the industries our Clients target perform poorly. Beyond the asset diversification requirements to which the BDCs will be subject as a RIC

and any concentration limitations our Clients have agreed or may agree to as part of their leverage facility or any future financing arrangement or other indebtedness, our Clients may not have fixed guidelines for diversification or limitations on the size of our Clients' investments in any one company and our Clients' investments could be concentrated in relatively few industries.

Our Clients' investments may be subject to extensive regulation by U.S. and foreign federal, state and/or local agencies. Changes in existing laws, rules or regulations, or judicial or administrative interpretations thereof, or new laws, rules or regulations could have an adverse impact on the business and industries of our Clients' portfolio companies. In addition, changes in government priorities or limitations on government resources could also adversely impact our Clients' portfolio companies. Our Clients are unable to predict whether any such changes in laws, rules or regulations will occur and, if they do occur, the impact of these changes on our Clients' portfolio companies and our Clients' investment returns. Furthermore, if any of our Clients' portfolio companies fail to comply with applicable regulations, they could be subject to significant penalties and claims that could materially and adversely affect their operations. Our Clients' portfolio companies may be subject to the expense, delay and uncertainty of the regulatory approval process for their products and, even if approved, these products may not be accepted in the marketplace.

Our Clients' portfolio investments may be concentrated in (as applicable) the technology and other high growth industries, including clean technology. As a result, a downturn in any of these industries and particularly those in which our Clients are heavily concentrated could materially and adversely affect our Clients' financial condition, results of operations and cash flows.

Our Clients' portfolios may lack diversification among portfolio companies which may subject our Clients to a risk of significant loss if one or more of these companies default on their obligations under any of their debt instruments.

Our Clients' portfolio consists of a limited number of portfolio companies. Beyond the asset diversification requirements associated with the BDCs' qualifications as RICs under the Code and any concentration limitations our Clients have agreed or may agree to as part of their leverage facility or any future financing arrangement or other indebtedness, our Clients may not have fixed guidelines for diversification, and our Clients' investments may be concentrated in relatively few industries or companies. As our Clients' portfolio may be less diversified than the portfolios of other investment vehicles, our Clients may be more susceptible to failure if a single loan fails. Similarly, the aggregate returns our Clients realize may be significantly adversely affected if a small number of investments perform poorly or if our Clients need to write down the value of any one investment.

Our Clients would be negatively affected if a significant portfolio investment fails to perform as expected.

Our Clients' total investment in an individual company may be significant. As a result, if a significant investment fails to perform as expected, it may be subject to multiple credit rating downgrades on our Clients' internal rating scale within a short period of time. As a result of such deterioration in the performance of a significant investment, our Clients' financial condition, results of operations and cash flows could be more negatively affected and the magnitude of the loss could be more significant than if our Clients had made smaller investments in more companies.

Our Clients' investment strategies could include a primary focus on (as applicable) venture capital-backed or venture growth stage companies, which are subject to many risks, including dependence on the need to raise additional capital, volatility, intense competition, shortened product life cycles, changes in regulatory and governmental programs, periodic downturns, and below investment grade ratings, which could cause investors to lose all or part of their investment.

Our Clients invest primarily in (as applicable) venture capital-backed or venture growth 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 (as applicable) venture capital-backed or venture growth stage companies can and often do fluctuate suddenly and dramatically. For these reasons, investments in our Clients' 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. Our Clients' target venture capital-backed or venture growth stage companies (as applicable) 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 venture capital-backed companies and/or their ability to meet their current and projected financial performance to service our Clients' debt. Furthermore, venture capital-backed 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 our Clients' portfolio companies, which could have a material adverse impact on our Clients' financing arrangement with the portfolio company.

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 have a material adverse impact on their ability to execute their business plans and generate cash flow or raise additional capital that would serve as the basis for repayment of our Clients' loans. Therefore, the (as applicable) venture capital-backed or venture growth stage companies in which our Clients invest may face considerably more risk of loss than do companies at other stages of development.

Publicly traded securities involve significant risks that differ from those associated with non-traded securities.

Certain of the companies in which our Clients have invested have in the past conducted initial public offerings and become publicly traded, and other current and future portfolio companies may seek to do the same. In the event that a portfolio company completes an initial public offering, our Clients will hold publicly traded securities in such company. Publicly traded securities involve significant risks that differ in type and degree from the risks associated with investments in private companies. These risks include greater volatility in the valuation of such companies, increased

likelihood of shareholder litigation against such companies, and increased costs associated with each of the aforementioned risks. As a result, the market value of the publicly traded securities our Clients hold may fluctuate significantly.

In addition, our Clients are typically subject to lock-up provisions that prevent our Clients from disposing of our Clients' investments for specified periods of time after a portfolio company's initial public offering. In the event that our Clients dispose of any such securities, such securities may be sold at a price less than they otherwise would have been absent restrictions on transfer and/or for less than their initial cost.

Our Clients' investments in the technology industry involve significant risks, including highly volatile markets.

Our Clients may make investments in technology companies, which are generally subject to more volatile markets than companies in other industries. The technology industry can be significantly affected by intense competitive pricing pressures, changing global demand, research and development costs, the ability to attract and maintain skilled employees, component prices, short product cycles and rapid obsolescence of technology. Thus, the ultimate success of a technology company may depend on its ability to continually innovate in increasingly competitive markets. In addition, some technology companies may also be negatively affected by failure to obtain timely regulatory approvals, and may be subject to large capital expenditures. It is possible that certain technology companies will not be able to raise additional financing to meet capital-expenditure requirements or may be able to do so only at a price or on terms which are unfavorable to us. These risks generate substantial volatility in the fair value of the securities of technology companies that are inherently difficult to predict and, accordingly, investments in the technology industry may lead to substantial losses.

Some of our Clients' portfolio companies may need additional capital, which may not be readily available.

Venture capital-backed companies may require additional equity financing if their cash flow from operating activities is insufficient to satisfy their continuing growth, working capital and other requirements. Each round of venture financing is typically intended to provide a venture capital-backed company with only enough capital to reach the next stage of development. Our Clients cannot predict the circumstances or market conditions under which our Clients' venture capital-backed companies will seek additional capital. It is possible that one or more of our Clients' venture capital-backed companies will not be able to raise additional financing or may be able to do so only at a price or on terms unfavorable to us, either of which would negatively impact our Clients' investment returns, the value of our Clients' portfolio and our Clients' ability to restructure their investments. Some of these companies may be unable to obtain sufficient financing from private investors, public or private capital markets or traditional lenders. This may have a significant 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, financing these types of companies may entail a higher risk of loss than would financing companies that are able to utilize traditional credit sources.

Our Clients' existing and/or future portfolio companies may not draw on any of our Clients' unfunded obligations or may draw our Clients' outstanding unfunded obligations at a time when our Clients' capital is not readily available.

A commitment to extend credit is a formal agreement to lend funds to our Clients' portfolio companies as long as there is no violation of any condition established under the agreement. The actual borrowing needs of our Clients' portfolio companies under these commitments have historically been lower than the contractual amount of the commitments. A portion of these commitments expire without being drawn upon, and as such, the total amount of unfunded commitments does not reflect our Clients' expected future cash funding requirements.

Our Clients' credit agreements generally contain customary lending provisions that allow our Clients relief from funding obligations for previously made commitments in instances where the underlying company experiences material adverse events that affect the financial condition or business outlook for the company. Our Clients cannot be assured that any of these unfunded commitments or any future obligations will be drawn by the venture capital-backed companies. Our Clients have also entered into commitments with certain portfolio companies that permit an increase in the commitment amount in the future in the event that conditions to such increases are met. If such conditions to increase are met, these amounts may become unfunded commitments if not drawn prior to expiration.

The actual borrowing needs of our Clients' portfolio companies may exceed our Clients' expected funding requirements, especially during a challenging economic environment when our Clients' portfolio companies may be more dependent on our Clients' credit commitments due to the lack of available credit elsewhere, an increasing cost of credit or the limited availability of financing from venture capital firms. In addition, investors in some of our Clients' portfolio companies may fail to meet their underlying investment commitments due to liquidity or other financing issues, which may increase our Clients' portfolio companies' borrowing needs. Any failure to meet our Clients' unfunded credit commitments in accordance with the actual borrowing needs of our Clients' portfolio companies may have a material adverse effect on our Clients. Our Clients may use cash flow from normal and early principal repayments, indebtedness, any proceeds from any subsequent equity drawdowns or debt offerings, and available cash to fund our Clients' outstanding unfunded obligations. However, there can be no assurance that our Clients will have sufficient capital available to fund these commitments as they come due. Our Clients may rely on assumptions, estimates, assurances and other information related to potential non-utilization of unfunded commitments by our Clients' portfolio companies as well as related to potential exit events, principal prepayments, and fee payments. To the extent these assumptions, estimates, assurances and other information are incorrect or events are delayed, our Clients may not be able to fund commitments as they come due. To the extent our Clients are not able to fund commitments as they come due, our Clients may be forced to sell assets, modify the terms of their commitments or default on their commitments, and as a result, our Clients' business could be materially and adversely affected.

Unlike traditional lenders, our Clients generally offer a flexible payment and covenant structure to our Clients' portfolio companies and may choose not to take advantage of certain opportunities due to our Clients' long-term investment philosophy to develop and maintain deep and

longstanding relationships with TriplePoint Capital's select group of leading venture capital investors, borrowers and entrepreneurs and to preserve our Clients' reputation.

As part of the Four Clients' Rs, our Clients' core investment philosophy, our Clients seek to develop and maintain deep and longstanding relationships with TriplePoint Capital's select group of leading venture capital investors, borrowers and entrepreneurs and to preserve our Clients' reputation. Accordingly, our Clients' debt-financing products generally offer borrowers a flexible payment and covenant structure that may not provide our Clients with the same level of protection as more restrictive conditions that traditional lenders typically impose on borrowers. Furthermore, there may be situations with borrowers on our Clients' Credit Watch List where our Clients believe that a member of TriplePoint Capital's select group of venture capital investors intends to, expresses their intent to, or provides subject to milestones or contingencies, continued support, assistance and/or financial commitment to the borrower and the Adviser, based on such representation, may determine to modify or waive a provision or term of our Clients' existing loan which our Clients would otherwise be entitled to enforce. The terms of any such modification or waiver may not be as favorable to our Clients as our Clients could have required, or had the right to require, and our Clients may choose to enforce less vigorously our Clients' rights and remedies under our Clients' loans than traditional lenders due to our Clients' investment philosophy to preserve our Clients' reputation and maintain a strong relationship with the applicable venture capital investor or borrower based on their representations made to us.

If our Clients' portfolio companies are unable to protect their intellectual property rights, our Clients' business and prospects could be harmed. If our Clients' portfolio companies are required to devote significant resources to protecting their intellectual property rights, then the value of our Clients' investment could be reduced.

Our Clients' future success and competitive position depend in part upon the ability of our Clients' (as applicable) venture capital-backed or venture growth stage companies to obtain and maintain proprietary technology used in their products and services, which will often represent a significant portion of the collateral securing our Clients' loans. Venture capital-backed and venture growth stage companies will rely, in part, on patent, trade secret and trademark law to protect that technology, but competitors may misappropriate their intellectual property, and disputes as to ownership of intellectual property may arise. Venture capital-backed and venture growth stage companies may have also failed to properly obtain intellectual property ownership that, under intellectual property laws, by default resides with the personnel who created the intellectual property. Consequently, venture capital-backed and venture growth stage companies may, from time to time, be required to institute litigation in order to enforce their patents, copyrights or other intellectual property rights, to protect their trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. Such litigation could result in substantial costs and diversion of resources. Similarly, if a venture capital-backed or venture growth stage company is found to infringe upon or misappropriate a third party's patent or other proprietary rights, that company could be required to pay damages to such third party, alter its own products or processes, obtain a license from the third party and/or cease activities utilizing such proprietary rights, including making or selling products utilizing such proprietary rights. Any of the foregoing events could negatively affect both the company's ability to service our Clients' debt obligation and the value of any equity securities that our Clients own, as well as any collateral securing our Clients' obligation.

If our Clients' portfolio companies are unable to commercialize their technologies, products, business concepts or services, the returns on our Clients' investments could be adversely affected.

The value of our Clients' investments in our Clients' portfolio companies may decline if they are not able to commercialize their technology, products, business concepts or services. Additionally, although some of our Clients' portfolio companies may already have a commercially successful product or product line at the time of our Clients' investment, information technology, e-commerce, life science, and energy technology-related products and services often have a more limited market or life span than products in other industries. The ultimate success of these companies often depends on their ability to continually innovate in increasingly competitive markets. If they are unable to do so, our Clients' investment returns could be adversely affected and their ability to service their debt obligations to our Clients could be impaired. Our Clients' portfolio companies may be unable to successfully acquire or develop any new products, and the intellectual property they currently hold may not remain viable. Even if our Clients' portfolio companies are able to develop commercially viable products, the market for new products and services is highly competitive and rapidly changing. Neither our Clients' portfolio companies nor our Clients will have any control over the pace of technology development. Commercial success is difficult to predict, and the marketing efforts of our Clients' portfolio companies may not be successful.

Our Clients' relationship with certain portfolio companies may expose our Clients to our Clients' portfolio companies' trade secrets and confidential information which may require our Clients to be parties to non-disclosure agreements and restrict our Clients from engaging in certain transactions.

Our Clients' relationship with some of our Clients' portfolio companies may expose our Clients to their portfolio companies' trade secrets and confidential information (including transactional data and personal data about their employees and clients) that may require our Clients to be parties to non-disclosure agreements and restrict our Clients from engaging in certain transactions. Unauthorized access or disclosure of such information may occur, resulting in theft, loss or other misappropriation. Any theft, loss, improper use, such as insider trading or other misappropriation of confidential information could have a material adverse impact on our Clients' competitive positions, our Clients' relationship with our Clients' portfolio companies and our Clients' reputation and could subject our Clients to regulatory inquiries, enforcement and fines, civil litigation and possible financial liability or costs.

Our Clients' financial condition, results of operations and cash flows could be negatively affected if our Clients are unable to recover our Clients' principal investment as a result of a negative pledge or lack of a security interest on the intellectual property of our Clients' venture capital-backed or venture growth stage companies.

In some cases, our Clients collateralize their loans with a secured collateral position in a venture capital-backed or venture growth stage company's assets, which may include a negative pledge or, to a lesser extent, no security on their intellectual property. In the case of a negative pledge, the venture capital-backed company cannot encumber or pledge their intellectual property without our Clients' permission. In the event of a default on a loan, the intellectual property of the venture capital-backed company will most likely be liquidated to provide proceeds to pay the creditors of

the company. There can be no assurance that our Clients' security interest, if any, in the proceeds of the intellectual property will be enforceable in a court of law or bankruptcy court or that there will not be others with senior or pari passu credit interests.

If the assets securing the loans that our Clients make decrease in value, then our Clients may lack sufficient collateral to cover losses.

We believe that our Clients' borrowers generally are able to repay our Clients' loans from their available capital, future capital-raising transactions or current and/or future cash flow from operations. However, to attempt to mitigate credit risks, our Clients typically take a secured collateral position. There is a risk that the collateral securing our Clients' secured loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise, may be liquidated at a price lower than what our Clients consider to be fair value and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of a borrower to raise additional capital.

In some circumstances, other creditors have claims having priority over our Clients' senior lien. Although for certain borrowers, our Clients may be the only form of secured debt (other than potentially specific equipment financing), other borrowers may also have other senior secured debt, such as revolving loans and/or term loans, having priority over our Clients' senior lien. At the time of underwriting our Clients' loans, our Clients generally only consider growth capital loans for prospective borrowers with sufficient collateral that covers the value of our Clients' loan as well as the revolving and/or term loans that may have priority over our Clients' senior lien; however, there may be instances in which our Clients have incorrectly estimated the current or future potential value of the underlying collateral or the underlying collateral value has decreased, in which case our Clients' ability to recover our Clients' investment may be materially and adversely affected.

In addition, a substantial portion of the assets securing our Clients' investment may be in the form of intellectual property, inventory and equipment and, to a lesser extent, cash and accounts receivable. Intellectual property, if any, that is securing our Clients' loan could lose value if, among other things, the borrower's rights to the intellectual property are challenged or if the borrower's license to the intellectual property is revoked or expires. Inventory may not be adequate to secure our Clients' loan if our Clients' valuation of the inventory at the time that our Clients made the loan was not accurate or if there is a reduction in the demand for the inventory.

Similarly, any equipment securing our Clients' loan may not provide our Clients with the anticipated security if there are changes in technology or advances in new equipment that render the particular equipment obsolete or of limited value, or if the borrower fails to adequately maintain or repair the equipment. The residual value of the equipment at the time our Clients would take possession may not be sufficient to satisfy the outstanding debt and our Clients could experience a loss on the disposition of the equipment. Any one or more of the preceding factors could materially impair our Clients' ability to recover our Clients' investment in a foreclosure.

Our Clients' portfolio companies may have limited operating histories and financial resources.

Our Clients' portfolio consists of investments in companies that have relatively limited operating histories. Generally, very little public information exists about these companies, and our Clients are required to rely on the ability of the Adviser to obtain adequate information to evaluate the potential returns from investing in these companies. If our Clients are unable to uncover all material information about these companies, our Clients may not make a fully informed investment decision, and our Clients may lose money on our Clients' investments. These companies may be particularly vulnerable to U.S. and foreign economic downturns and may have limited access to capital. These businesses also frequently have less diverse product lines and a smaller market presence than larger competitors and may experience substantial variations in operating results. They may face intense competition, including from companies with greater financial, technical, operational and marketing resources, and typically depend upon the expertise and experience of a single individual executive or a small management team. Our Clients' success depends, in large part, upon the abilities of the key management personnel of our Clients' portfolio companies, who are responsible for the day-to-day operations of our Clients' portfolio companies. Competition for qualified personnel is intense at any stage of a company's development. The loss of one or more key managers can hinder or delay a company's implementation of its business plan and harm its financial condition. Our Clients' portfolio companies may not be able to attract and retain qualified managers and personnel. Any inability to do so may negatively affect our Clients' investment returns.

In addition, our Clients' existing and future portfolio companies may compete with each other for investment or business opportunities and the success of one could negatively impact the other. Furthermore, some of our Clients' portfolio companies do business in regulated industries and could be affected by changes in government regulation. Accordingly, these factors could impair their cash flow or result in other events, such as bankruptcy, which could limit their ability to repay their obligations to us, and may materially and adversely affect the return on, or the recovery of, our Clients' investment. As a result, our Clients may lose their entire investment in any or all of their portfolio companies.

The financial projections of our Clients' portfolio companies could prove inaccurate.

Our Clients generally evaluate the capital structure of portfolio companies on the basis of financial projections prepared by the management of such portfolio companies. These projected operating results are normally based primarily on judgments of the management of the portfolio companies. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. General economic conditions, which are not predictable with accuracy, along with other factors may cause actual performance to fall short of the financial projections that were used to establish a given portfolio company's capital structure. Because of the leverage that is typically employed by our Clients' portfolio companies, this could cause a substantial decrease in the value of our Clients' investment in the portfolio company. The inaccuracy of financial projections could cause our Clients' performance to fall short of their expectations.

Our Clients make debt investments in (as applicable) venture capital-backed or venture growth stage companies that generally do not have sufficient cash resources to repay our Clients' loan in full at the time of its origination.

Our Clients invest primarily in (as applicable) venture capital-backed or venture growth stage companies that generally do not have sufficient cash-on-hand to satisfy our Clients' loans in full at the time our Clients originate the loans. Following our Clients' investment, these companies may be unable to successfully scale operations and increase revenue as our Clients had anticipated at the time our Clients made the investment. In certain circumstances, these companies may not be able to generate meaningful customer sales, commitments or orders due to unfavorable market conditions. As a result, the company may not generate sufficient cash flow to service our Clients' loan and/or the company's venture capital investors may no longer provide the company with meaningful invested equity capital to provide a debt financing cushion to our Clients' loan. As a consequence, the company may (i) request our Clients to restructure our Clients' loan resulting in the delay of principal repayment, the reduction of fees and/or future interest rates and/or the possible loss of principal or (ii) experience bankruptcy, liquidation or similar financial distress. Our Clients may be unable to accommodate any such restructuring request due to the eligibility requirements under their leverage facility or otherwise. The bankruptcy, liquidation and/or recovery process has a number of significant inherent risks for our Clients as a creditor. Many events in a bankruptcy proceeding are the product of contested matters and adversarial proceedings and are beyond the control of the creditors. A bankruptcy filing by one of our Clients' portfolio companies may adversely and permanently affect our Clients' investment in that company. If the proceeding is converted to liquidation, the liquidation value of the company may not equal the fair value that was believed to exist at the time of our Clients' investment. The duration of a bankruptcy, liquidation and/or recovery proceeding is also difficult to predict, and a creditor's return on investment can be materially and adversely affected by delays until the plan of reorganization or liquidation ultimately becomes effective. The administrative costs in connection with a bankruptcy proceeding are frequently high and would be paid out of the debtor's estate prior to any return to creditors. Because the standards for classification of claims under bankruptcy law are vague, our Clients' influence with respect to the obligations our Clients own may be lost by increases in the number and size of claims or by different treatment. In the early stages of the bankruptcy process, it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made. In addition, certain claims that have priority by law (for example, claims for taxes) may be substantial.

There may be circumstances when our Clients' debt investments could be subordinated to claims of other creditors or our Clients could be subject to lender liability claims.

Even though our Clients structure many investments as secured loans, if one of our Clients' portfolio companies were to go bankrupt, depending on the facts and circumstances, and based upon principles of equitable subordination as defined by existing case law, a bankruptcy court could subordinate all or a portion of our Clients' claim to that of other creditors and transfer any lien securing such subordinated claim to the bankruptcy estate. The principles of equitable subordination defined by case law have generally indicated that a claim may be subordinated only if its holder is guilty of misconduct or where the senior loan is re-characterized as an equity investment and the senior lender has actually provided significant managerial assistance to the bankrupt debtor. Our Clients may also be subject to lender liability claims for actions taken by our

Clients with respect to a borrower's business or instances where our Clients exercise control over the borrower. It is possible that our Clients could become subject to a lender's liability claim, including as a result of actions taken in rendering significant managerial assistance or actions to compel and collect payments from the borrower outside the ordinary course of business. Such risk of equitable subordination may be potentially heightened with respect to portfolio investments that our Clients may be deemed to control.

The lack of liquidity in our Clients' investments may materially and adversely affect our Clients' ability to meet our Clients' investment objectives.

The majority of our Clients' assets are invested in illiquid loans and a substantial portion of our Clients' investments in leveraged companies are subject to legal and other restrictions on resale or are otherwise less liquid than more broadly traded public securities. The illiquidity of these investments may make it difficult for our Clients to sell such investments if the need arises. In addition, if our Clients are required to liquidate all or a portion of our Clients' portfolio quickly, our Clients may realize significantly less than the value at which our Clients have previously recorded our Clients' investments.

To the extent that our Clients invest in equity or equity-linked securities of privately-held companies, there can be no assurances that a trading market will develop for the securities that our Clients wish to liquidate, or that the subject companies will permit their shares to be sold through such marketplaces. A lack of initial public offering opportunities for venture capital-backed companies could lead to companies staying longer in our Clients' portfolio as private entities that continue to require private funding. This situation may adversely affect the amount of available funding for venture capital-backed companies. A lack of initial public offering opportunities for venture capital-backed companies can also cause some venture capital firms to change their strategies, leading some of them to reduce funding of their portfolio companies and making it more difficult for such companies to access capital and to fulfill their potential, which can result in unrealized depreciation and realized losses in such companies by other companies such as ourselves who are co-investors in such companies.

Even if a subject portfolio company completes an initial public offering, our Clients are typically subject to lock-up provisions that prohibit our Clients from selling our Clients' investments into the public market for specified periods of time after the initial public offering. As a result, the market price of securities that our Clients hold may decline substantially before our Clients are able to sell these securities following an initial public offering.

Any unrealized losses our Clients experience on our Clients' investment portfolio may be an indication of future realized losses, which could reduce our Clients' funds available for distribution and could have a material adverse effect on our Clients' ability to service our Clients' outstanding borrowings.

Decreases in the market values or fair values of our Clients' investments may be recorded as unrealized losses. Any unrealized losses in our Clients' investment portfolio could be an indication of a portfolio company's inability to meet its repayment obligations to our Clients with respect to the affected investments. This could result in realized losses in the future and ultimately in

reductions of our Clients' funds available for distribution in future periods and could materially and adversely affect our Clients' ability to service our Clients' outstanding borrowings.

Because our Clients generally do not hold controlling equity interests in portfolio companies, our Clients are not able to exercise control over their portfolio companies or prevent decisions by management that could decrease the value of our Clients' investment.

Our Clients generally do not hold controlling equity positions in any of our Clients' portfolio companies. As a result, our Clients are subject to the risk that a portfolio company may make business decisions with which our Clients disagree and that the management and/or stockholders of a portfolio company may take risks or otherwise act in ways that have a material adverse effect on our Clients' interests. Due to the lack of liquidity of the debt and equity investments that our Clients hold in our Clients' portfolio, our Clients may not be able to dispose of our Clients' investments in the event our Clients disagree with the actions of a portfolio company and may therefore suffer a decrease in the value of our Clients' investment.

Our Clients may suffer a loss if a portfolio company defaults on a loan, including the entire or partial loss of the accrued payment-in-kind ("PIK") interest, the end-of-term payment and/or original issue discount ("OID"), such as warrant investments and facility fees due to Clients. To the extent our Clients invest in OID instruments, including PIK loans, zero coupon bonds, and debt securities with attached warrants, investors may be exposed to certain risks associated with such investments.

Our Clients' debt-financing products generally offer a flexible payment and covenant structure to our Clients' portfolio companies that may not provide the same level of protection to our Clients as more restrictive conditions that traditional lenders typically impose on borrowers. For example, our Clients' secured loans generally include an end-of-term payment, PIK interest payment and/or OID, such as warrant investments and facility fees. If a portfolio company fails to satisfy financial or operating covenants imposed by our Clients or other lenders, the company may default on our Clients' loan which could potentially lead to termination of its loans and foreclosure on its assets.

If a portfolio company defaults under our Clients' loan, this could trigger cross-defaults under other agreements and jeopardize such portfolio company's ability to meet its obligations under the loans or equity securities that our Clients hold, including payment to our Clients of the end-of-term payment, PIK interest payment and/or OID, such as warrant investments and facility fees. Our Clients may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms, which may include the waiver of certain financial covenants, with a defaulting portfolio company.

To the extent that our Clients invest in OID instruments, including PIK loans, zero coupon bonds, and debt securities with attached warrants, investors will be exposed to the risks associated with the inclusion of such non-cash income in taxable and accounting income prior to receipt of cash, including the following risks:

- the interest payments deferred on a PIK loan are subject to the risk that the borrower may default when the deferred payments are due in cash at the maturity of the loan;

- the interest rates on PIK loans are higher to reflect the time-value of money on deferred interest payments and the higher credit risk of borrowers who may need to defer interest payments;
- PIK instruments may have unreliable valuations because the accruals require judgments about ultimate collectability of the deferred payments and the value of the associated collateral;
- an election to defer PIK interest payments by adding them to principal increases our Clients' gross assets and, thus, may increase future base management fees to the Adviser and, because interest payments will then be payable on a larger principal amount, the PIK election also increases the Adviser's future income incentive fees (if any) at a compounding rate;
- market prices of OID instruments are more volatile because they are affected to a greater extent by interest rate changes than instruments that pay interest periodically in cash;
- the deferral of interest on a PIK loan increases its loan-to-value ratio, which is a measure of the riskiness of a loan;
- OID creates the risk of non-refundable cash payments to the Adviser based on non-cash accruals that may never be realized;
- for U.S. federal income tax purposes, our Clients will be required to make distributions of OID income to shareholders without receiving any cash and such distributions have to be paid from offering proceeds or the sale of assets without investors being given any notice of this fact; and
- the required recognition of OID, including PIK, interest for U.S. federal income tax purposes may have a negative impact on liquidity, because it represents a non-cash component of our Clients' taxable income that must, nevertheless, be distributed in cash to investors to avoid it being subject to U.S. federal corporate-level taxation.

Prepayments of our Clients' loans could have a material adverse impact on our Clients' results of operations and our Clients' ability to make distributions, increase the risk of violating 1940 Act provisions applicable to the BDCs and breaching covenants under our Clients' borrowing arrangements, and could result in a decline in value of our Clients' shares.

Our Clients are subject to the risk that the loans our Clients make to portfolio companies may be prepaid prior to maturity. Our Clients expect that their investments will generally allow for prepayment at any time subject to penalties in certain limited circumstances. When this occurs, our Clients generally may reinvest these proceeds in temporary investments, pending their future investment in accordance with our Clients' investment strategies and Governing Documents. These temporary investments typically have substantially lower yields than the loan being prepaid and our Clients could experience significant delays in reinvesting these amounts. Any future investment may also be at lower yields than the loan that was prepaid. As a result, our Clients could be materially and adversely affected if one or more of our Clients' portfolio companies elect to prepay amounts owed to Clients or if multiple obligors make prepayments in close proximity to each other. Prepayments could also negatively impact our Clients' ability to make, or the amount of, distributions, which could result in a decline in the value of our Clients' interests. In addition, any such prepayments could materially increase the risk of failing to meet 1940 Act provisions applicable to the BDCs, including the qualifying asset test, and increases the risk of breaching covenants under the leverage facility or otherwise triggering an event of default under the relevant

borrowing arrangement. These risks are increased to the extent that prepayment levels during a period increase unexpectedly.

Our Clients' portfolio companies may incur debt that ranks equally with, or senior to, our Clients' investments in such companies.

Our Clients invest a portion of our Clients' capital in loans that have a secured collateral position. Our Clients' portfolio companies may have, or may be permitted to incur, other debt that is secured by and ranks equally with, or senior to, all or a portion of the collateral secured by the loans in which our Clients invest. By their terms, such debt instruments may provide that the holders are entitled to receive payment of interest or principal on or before the dates on which our Clients are entitled to receive payments in respect of the loans in which our Clients invest or are entitled to receive payment from the disposition of certain collateral or all collateral senior to us. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our Clients' investment in that portfolio company would typically be entitled to receive payment in full before our Clients receive any distribution in respect of our Clients' investment. After repaying senior creditors, a portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of debt ranking equally with loans in which our Clients invest, our Clients would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the portfolio company.

The senior liens on the collateral secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by senior liens on the collateral generally control the liquidation of, and are entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation depends on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the senior liens after payment in full of all obligations secured by other liens on the collateral. If such proceeds were not sufficient to repay amounts outstanding under the loan obligations secured by other liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any.

The rights our Clients may have with respect to the collateral securing the loans our Clients make to our Clients' portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that our Clients enter into with the holders of such senior debt. Under a typical intercreditor agreement, at any time that obligations that have the benefit of the senior liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the senior liens:

- the ability to cause the commencement of enforcement proceedings against the collateral;
- the ability to control the conduct of such proceedings;
- the approval of amendments to collateral documents;

- releases of liens on the collateral;
- waivers of past defaults under collateral documents; and
- our Clients may not have the ability to control or direct such actions, even if our Clients' rights, including our Clients' security interest in the collateral, are materially and adversely affected.

The disposition of our Clients' investments may result in contingent liabilities.

A substantial majority of our Clients' investments are loans. In connection with the disposition of an investment in loans, our Clients may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. Our Clients may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to potential liabilities. These arrangements may result in contingent liabilities that ultimately result in funding obligations that our Clients must satisfy through our Clients' return of distributions previously made to us.

Our Clients' equity related investments are highly speculative, and our Clients may not realize gains from these investments.

When our Clients make a secured loan, our Clients generally acquire warrant investments in the portfolio company. From time to time our Clients may also acquire equity participation rights in connection with an investment which will allow us, at our Clients' option, to participate in current or future rounds of equity financing through direct capital investments in our Clients' portfolio companies. In addition, our Clients may be required to accrue OID which decreases the balance on our Clients' secured loans by an amount equal to the value of the warrant investments our Clients receive in connection with the applicable secured loan over its lifetime. To the extent our Clients hold these equity related investments, our Clients attempt to dispose of them and realize gains upon our Clients' disposition of them. However, the equity related investments our Clients receive and make may not appreciate in value or may decline in value. Our Clients also may be unable to realize any value if a portfolio company does not have a liquidity event, such as a sale of the business or public offering, or if the portfolio company defaults under its outstanding indebtedness, which could materially decrease the value of, or prevent our Clients from being able to sell, the underlying equity related investment. As a result, our Clients may not be able to realize gains from our Clients' equity related investments and any gains that our Clients do realize on the disposition of any equity related investment may not be sufficient to offset any other losses or OID our Clients experience or accrue.

Investments in secured loans to companies with foreign operations and/or investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments.

Our Clients' investment strategies generally include making secured loans to companies with foreign operations. Investing in such companies may expose our Clients to additional risks not typically associated with investing in U.S. companies with no foreign operations or exposure. These risks include changes in exchange control regulations, intellectual property laws, political and social instability, limitations in our Clients' ability to perfect their security interests, expropriation, imposition of foreign taxes, less liquid markets and less available information than

is generally the case in the United States, higher transaction costs, less government supervision of exchanges, matters relating to non-U.S. brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility. In addition, our Clients expect that investing in such companies will expose them to higher administrative, legal and monitoring costs and expenses not typically associated with investing in U.S. companies with no foreign operations.

Although our Clients expect that their investments will be primarily U.S. dollar denominated, any investments denominated in a foreign currency will be subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

Our Clients may expose ourselves to risks resulting from our Clients' use of hedging transactions.

Our Clients may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our Clients' portfolio positions from changes in currency exchange rates and market interest rates. Use of these hedging instruments may expose our Clients to counter-party credit risk. Hedging against a decline in the values of our Clients' portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transactions may also limit the opportunity for gain if the values of the portfolio positions should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is generally anticipated at an acceptable price. Engaging in hedging transactions may reduce cash available for our Clients to pay distributions.

While our Clients may enter into such transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates could result in poorer overall investment performance than if our Clients had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged could vary. Moreover, for a variety of reasons, our Clients may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent our Clients from achieving the intended hedge and expose our Clients to risk of loss.

A Client's failure to make protective or follow-on investments in our portfolio companies could impair the value of such Client's portfolio.

Following an initial investment in a portfolio company, our Clients may make additional investments in that portfolio company as "protective" and/or "follow-on" investments, in order to attempt to preserve or enhance the value of our Clients' initial investment. Our Clients may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. Our Clients have the discretion to make any follow-on investments, subject to the availability of

capital resources. The failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company, result in a diminished current value or impair the ability or likelihood for a full recovery of the value of our Clients' initial investment, or may result in a missed opportunity for our Clients to increase our Clients' participation in a successful operation. Even if our Clients have sufficient capital to make a desired follow-on investment, our Clients may elect not to make a follow-on investment because our Clients do not want to increase their concentration of risk, they prefer other opportunities, they are subject to business development company requirements that would prevent such follow-on investments or the follow-on investment would affect the BDCs' qualifications as RICs.

The effect of global climate change may impact the operations of our Clients' portfolio companies.

Climate change creates physical and financial risk, and some of our Clients' portfolio companies may be adversely affected by climate change. Extreme weather conditions in general require more system backup, adding to costs, and can contribute to increased system stresses, including service interruptions. In addition, as a result of the potential governmental response to climate change, some of our Clients' portfolio companies may become subject to new or strengthened regulations or legislation that could increase their operating costs and/or decrease their revenues.

General Risks

We, our Clients, and our Clients' portfolio companies may maintain cash balances at financial institutions that exceed federally insured limits and may otherwise be materially affected by adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties.

Our cash and our Clients' cash is held in accounts at a U.S. banking institution that we believe is of high quality. Cash held by us, our Clients and by our Clients' portfolio companies in non-interest-bearing and interest-bearing operating accounts may exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limits. If such banking institutions were to fail, we, our Clients, or our Clients' portfolio companies could lose all or a portion of those amounts held in excess of such insurance limitations. In addition, actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems, which could adversely affect our, our Clients' and our Clients' portfolio companies' business, financial condition, results of operations, or prospects.

Although we and our Clients' assess our Clients' and our Clients' portfolio companies' banking relationships as we believe necessary or appropriate, our Clients' and our Clients' portfolio companies' access to funding sources and other credit arrangements in amounts adequate to finance or capitalize our respective current and projected future business operations could be significantly impaired by factors that affect us, our Clients or our Clients' portfolio companies, the financial institutions with which we, our Clients or our Clients' portfolio companies have arrangements directly, or the financial services industry or economy in general. These factors could

include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, disruptions or instability in the financial services industry or financial markets, or concerns or negative expectations about the prospects for companies in the financial services industry. These factors could involve financial institutions or financial services industry companies with which we, our Clients or our Clients' portfolio companies have financial or business relationships, but could also include factors involving financial markets or the financial services industry generally.

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us, our Clients, or our Clients' portfolio companies to acquire financing on acceptable terms or at all.

Global capital markets could enter a period of severe disruption and instability or an economic recession. These conditions have historically affected and could again materially and adversely affect debt and equity capital markets in the United States and around the world and could impair our Clients' portfolio companies and harm our Clients' operating results.

The U.S. and global capital markets have, from time to time, experienced periods of disruption characterized by the freezing of available credit, a lack of liquidity in the debt capital markets, significant losses in the principal value of investments, the re-pricing of credit risk in the broadly syndicated credit market, the failure of major financial institutions and general volatility in the financial markets. During these periods of disruption, general economic conditions deteriorated with material adverse consequences for the broader financial and credit markets, and the availability of debt and equity capital for the market as a whole, and financial services firms in particular, was reduced significantly. These conditions may reoccur for a prolonged period of time or materially worsen in the future.

The current global financial market situation, global supply-chain disruptions and various social and political tensions in the United States and around the world (including Russia's invasion of Ukraine, other wars forms of conflict, terrorist acts, security operations and catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes and global health epidemics) may contribute to increased market volatility, may have long-term effects on the United States and worldwide financial markets and may cause economic uncertainties or deterioration in the U.S. and worldwide. The impact of downgrades by rating agencies to the U.S. government's sovereign credit rating or its perceived creditworthiness as well as potential government shutdowns and uncertainty surrounding transfers of power could adversely affect the U.S. and global financial markets and economic conditions. Increases to budget deficits or direct and contingent sovereign debt may create concerns about the ability of certain nations to service their sovereign debt obligations, and risks resulting from any current or future debt crisis in Europe, the United States or elsewhere could have a detrimental impact on the global economy and the financial condition of financial institutions generally.

Since 2010, several European Union countries have faced budget issues, some of which may have negative long-term effects for the economies of those countries and other European Union countries. There is concern about national-level support for the Euro and the accompanying

coordination of fiscal and wage policy among European Economic and Monetary Union member countries. In addition, the fiscal policy of foreign nations, such as Russia and China, may have a severe impact on the worldwide and U.S. financial markets.

In addition, while recent government stimulus measures worldwide have reduced volatility in the financial markets, volatility may return as such measures are phased out, and the long-term impacts of such stimulus on fiscal policy and inflation remain unknown. The effects of these or similar events in the future on the U.S. and global economies and securities markets or on our Clients' investments cannot be predicted. Our Clients monitor developments in economic, political and market conditions and seek to manage their investments in a manner consistent with achieving their investment objective, but there can be no assurance that our Clients will be successful in doing so.

Market conditions may in the future make it difficult to extend the maturity of or refinance our Clients' existing indebtedness, and any failure to do so could have a material adverse effect on our Clients' business. If our Clients are unable to raise or refinance debt, then our Clients' investors may not benefit from the potential for increased returns on equity resulting from leverage and our Clients may be limited in our Clients' ability to make new commitments or to fund existing commitments to our Clients' portfolio companies. In addition, the illiquidity of our Clients' investments may make it difficult for us to sell such investments if required. As a result, our Clients may realize significantly less than the value at which our Clients have recorded our Clients' investments.

Events outside of our Clients' control, including relating to public health crises, supply-chain disruptions, geopolitical conflicts, including acts of war, and inflation may negatively affect our Clients' portfolio companies' and our Clients, as well as the amount or frequency of our Clients' distributions to investors.

Periods of market volatility could occur in response to pandemics or other events outside of our Clients' control. These types of events may adversely affect operating results for us and for our Clients' portfolio companies. For example, the COVID-19 pandemic has led to, and for an unknown period of time will continue to lead to, disruptions in local, regional, national and global markets and economies affected thereby, including the United States. With respect to U.S. and global credit markets and the economy in general, COVID-19 has resulted in, and may continue to result in, the following (among other things): (i) increased draws by borrowers on lines of credit; (ii) increased requests by borrowers for amendments or waivers of their credit agreements to avoid default, increased defaults by borrowers and/or increased difficulty in obtaining refinancing; (iii) volatility in credit markets, including greater volatility in pricing and spreads; and (iv) evolving proposals and actions by state and federal governments to address the problems being experienced by markets, businesses and the economy in general, which may not adequately address the problems being facing such persons. While many countries, including the United States, have relaxed or eliminated the early public health restrictions adopted in response to the COVID-19 pandemic, the outbreak of new, worsening strains of COVID-19 may result in a resurgence in the number of reported cases and hospitalizations. Such increases in cases could lead to the reintroduction of restrictions and business shutdowns in certain states, counties and cities in the United States and globally. In addition to these developments having adverse consequences for our Clients and our Clients' portfolio companies, the operations of the Advisor have been, and

could continue to be, adversely impacted, including through quarantine measures and travel restrictions imposed on its personnel or service providers based or temporarily located in affected countries, or any related health issues of such personnel or service providers.

As the future impact of COVID-19 and its variants is difficult to predict, the extent to which they could negatively affect our Clients and our Clients' portfolio companies' operating results or the duration of any potential business or supply-chain disruption is uncertain. Any potential impact to our Clients' results of operations will depend to a large extent on future developments and new information that could emerge regarding the duration and severity of the COVID-19 pandemic and the actions taken by authorities and other entities to contain the spread COVID-19 and its variants or treat its impact, all of which are beyond our Clients' control. These potential impacts, while uncertain, could adversely affect our Clients' and our Clients' portfolio companies' operating results and financial condition.

The COVID-19 pandemic and the uncertainty regarding the extent and duration of its impact has had a material adverse impact on the venture capital fundraising environment, including with respect to the venture capital-backed companies in which our Clients invest. Our Clients' portfolio companies generally require additional equity financing every twelve to twenty-four Clients' months. Due to the effects of the COVID-19 pandemic, there is an increased risk that one or more of our Clients' venture capital-backed companies will not be able to raise additional financing or may be able to do so only at a price or on terms unfavorable to us, which risk may be amplified with respect to portfolio companies that have already taken steps to reduce or modify business operations or are operating in industries that are, or are perceived to be, more adversely affected by the COVID-19 pandemic. Such events would likely have a negative impact our Clients' investment returns, the fair value of our Clients' investment and our Clients' ability to restructure such investment on favorable terms if such portfolio company's cash flow from operating activities is insufficient during the COVID-19 pandemic to satisfy its continuing growth, working capital and other requirements. In addition, as a result of the financial stress caused by any effects of the COVID-19 pandemic, other investors in our Clients' portfolio companies may be unable to, or may choose not to, fulfill their ongoing funding obligations with respect to certain of our Clients' portfolio companies, may be unable to continue supporting the ongoing operations of our Clients' portfolio companies operationally and/or financially, or may seek to restructure or otherwise modify their existing investments in our Clients' portfolio companies in a manner that is detrimental to our Clients' investment, which could have a material adverse impact on our Clients' financing arrangement with the portfolio company and on our Clients' results of operations and financial condition. In addition, our Clients intend to use cash and cash equivalents on hand, our Clients' available borrowing capacity under our Clients' existing leverage facilities or other future financing arrangement, our Clients' anticipated cash flows from operations, including from contractual monthly portfolio company payments and cash flows and prepayments, and any proceeds from drawdowns in connection with the private offering of our Clients' common stock, to fund our Clients' outstanding unfunded obligations. Depending on the severity and duration of any future impact of the COVID-19 pandemic on our Clients' results of operations and financial condition, there can be no assurance that our Clients will have sufficient capital available to fund these commitments as they come due, which could harm the reputation of the Adviser, its Clients, and TriplePoint Capital among its select group of venture capital investors and in the venture

capital market generally. Any such occurrence could decrease our Clients' deal flow and the outlook of our Clients' investments, resulting in a material adverse effect on our Clients.

This pandemic has also caused, and may continue to cause, disruption to our Clients' portfolio companies' global supply chain and business operations. In particular, shortages in commodities and materials, including shortages and reductions in allocations of electronic and other components from key suppliers, labor shortages and elevated levels of employee absenteeism, freight delays and other supply chain constraints and disruptions have significantly delayed or disrupted, and may continue to adversely impact, both our Clients' portfolio companies' suppliers' and third-party vendors' and our Clients' portfolio companies' ability to manufacture and deliver products and/or services to their end-users and customers. Our Clients' portfolio companies have also experienced a significant increase in commodity, parts and material component inflation from pre-pandemic levels, as well as inflation in other costs, such as labor, packaging, freight and energy prices. Continued supply chain disruptions and delays, as well as continued heightened inflation, could lead to continued periodic production interruptions and other inefficiencies that could negatively impact our Clients' portfolio companies' productivity, margin performance and results of operations, which could result in a material adverse effect on our Clients' financial conditions, results of operations and cash flows.

Developments related to the COVID-19 pandemic may contribute to a decrease in the value of certain of our Clients' portfolio investments. In addition, the COVID-19 pandemic and the related disruption and financial distress experienced by our Clients' portfolio companies may have a material adverse effect on our Clients' investment income received from portfolio investments, particularly our Clients' interest income. Any decreases in our Clients' net investment income would increase the portion of our Clients' cash flows dedicated to servicing any then-existing borrowings and distribution payments to investors.

In addition, particularly because our Clients' investment strategies contemplate making secured loans to companies with foreign operations, including in Europe, the warfare, political turmoil or terrorist attacks relating to the conflict between Russia and Ukraine, and any escalation thereof, could materially and adversely impact our Clients and our Clients' portfolio companies' financial condition, result of operations and cash flows and may magnify the impact of other risks described in this Brochure. Although the severity and duration of the ongoing military action are highly unpredictable, the conflict in Ukraine has already resulted in significant volatility in certain equity, debt and currency markets, material increases in certain commodity prices, and economic uncertainty. The U.S. government and other governments have imposed severe sanctions against Russia and Russian interests and threatened additional sanctions and controls. Sanctions and export control laws and regulations are complex, frequently changing, and increasing in number, and they may impose additional legal compliance costs or create business risks associated with our Clients' operations and the operations of our Clients' portfolio companies.

Inflation has adversely affected and may continue to adversely affect the business, operations and financial condition of our Clients' portfolio companies

Certain of our Clients' portfolio companies are in industries that have been impacted by inflation. Recent inflationary pressures have increased the costs of labor, energy and raw materials and have adversely affected consumer spending, economic growth and our Clients' portfolio companies'

operations. If such portfolio companies are unable to pass any increases in their costs of operations along to their customers, it could adversely affect their operating results and impact their ability to pay interest and principal on our loans, particularly if interest rates rise in response to inflation. In addition, any projected future decreases in our Clients' portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our Clients' investments could result in future realized or unrealized losses and therefore reduce our Clients' net assets resulting from operations. Additionally, the Federal Reserve has raised, and has indicated its intent to continue raising, certain benchmark interest rates in an effort to combat inflation.

Our Clients are currently operating in a period of capital markets disruption and economic uncertainty.

The U.S. capital markets are currently experiencing extreme volatility and disruption following the global outbreak of COVID-19 and other global events. Disruptions in the capital markets in the past have increased the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. These and future market disruptions and/or illiquidity would be expected to have an adverse effect on our Clients' business, financial condition, results of operations and cash flows. Unfavorable economic conditions also would be expected to increase our Clients' funding costs, limit our Clients' access to the capital markets or result in a decision by lenders, including existing lenders, not to extend credit to us or renew or expand existing credit facilities. These events have limited and could continue to limit our Clients' investment originations, limit our Clients' ability to grow and have a material negative impact on our Clients' operating results and the fair values of our Clients' debt and equity investments.

Our Clients may experience fluctuations in our Clients' quarterly operating results.

Our Clients could experience fluctuations in their quarterly operating results due to a number of factors, including their originations and underwriting processes, the interest rate payable on the secured loans our Clients acquire, any prepayments or repayments made on our Clients' secured loans, the timing and amount of any warrant or equity investment returns, the timing of any drawdowns requested by our Clients' borrowers, the level of our Clients' expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which our Clients encounter competition in their markets and general economic conditions. In light of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Changes in laws or regulations governing our Clients' operations may adversely affect our Clients' business or cause us to alter our Clients' business strategy.

Our Clients and our Clients' portfolio companies are subject to regulation by laws and regulations at the local, state, federal and, in some cases, foreign levels. These laws and regulations, as well as their interpretation, may be changed from time to time, and new laws and regulations may be enacted. Accordingly, any change in these laws or regulations, changes in their interpretation, or newly enacted laws or regulations could require changes to certain business practices of us or our Clients' portfolio companies, negatively impact the operations, cash flows or financial condition

of us or our Clients' portfolio companies, impose additional costs on us or our Clients' portfolio companies or otherwise adversely affect our Clients' business or the business of our Clients' portfolio companies.

Additionally, changes to the laws and regulations governing our Clients' operations related to permitted investments may cause us to alter our Clients' investment strategy in order to avail ourselves of new or different opportunities. Such changes could result in material differences to the strategies and plans set forth herein and may shift our Clients' investment focus to other types of investments in which our Clients' Adviser's senior investment team may have little or no expertise or experience. Any such changes, if they occur, could have a material adverse effect on our Clients' financial condition, results of operations and cash flows.

Worldwide economic conditions, economic recessions or downturns, as well as political and economic conditions, could impair our Clients' venture capital-backed or venture growth stage companies and harm our Clients' operating results.

The business and operating results of our Clients' venture capital-backed or venture growth stage companies may be impacted by worldwide economic conditions. Any conflict or uncertainty, including due to regulatory changes, natural disasters, public health concerns, political unrest or safety concerns, could harm their financial condition and results of operations and cash flows. In addition, if the government of any country in which products are developed, manufactured or sold sets technical or regulatory standards for products developed or manufactured in or imported into their country that are not widely shared, it may lead some of their customers to suspend imports of their products into that country, require manufacturers or developers in that country to manufacture or develop products with different technical or regulatory standards and disrupt cross-border manufacturing, marketing or business relationships which, in each case, could harm the business of our Clients' venture capital-backed company investments.

Many of the venture capital-backed or venture growth stage companies in which our Clients make investments are susceptible to economic slowdowns or recessions and may be unable to repay our Clients' secured loans during such periods. Adverse economic conditions may decrease the value of collateral securing some of our Clients' secured loans. Economic slowdowns or recessions could lead to financial losses in our Clients' portfolio and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our Clients' funding costs, limit our Clients' access to the capital markets or result in a decision by lenders not to extend credit to us. These events could prevent us from increasing our Clients' investments and materially and adversely impact our Clients.

Changes to U.S. tariff and import/export regulations may have a negative effect on our Clients' portfolio companies and, in turn, harm us.

There has been ongoing discussion and commentary regarding potential significant changes to U.S. trade policies, treaties and tariffs, creating significant uncertainty about the future relationship between the United States and other countries with respect to trade policies, treaties and tariffs. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global trade and, in particular, trade between the impacted nations and the

United States. Any of these factors could depress economic activity and restrict our Clients' portfolio companies' access to suppliers customers and have a material adverse effect on their business, financial condition and results of operations, which in turn would negatively impact us.

Item 9 Disciplinary Information

Not applicable.

Item 10 Other Financial Industry Activities and Affiliations

The Adviser is a wholly-owned subsidiary of TriplePoint Capital. TriplePoint Capital is located on Sand Hill Road in Silicon Valley and has a primary focus in technology and other high growth industries. The Adviser and TriplePoint Capital have entered into a Staffing Agreement pursuant to which TriplePoint Capital will share with the Adviser its investment and portfolio management and monitoring teams available to the Adviser to assist the Adviser in providing investment advisory and other services to Clients.

As noted above, TriplePoint Capital invests for its own investment funds and accounts, in the ordinary course of business, existing and new investments that are the type of investments in which Clients invest or could invest. All or a substantial portion of Client Assets could be comprised of investments in portfolio companies that could also be held by TriplePoint Capital. Clients (and investors in Clients) thus should understand that various conflicts of interest can arise from the overall investment activity of TriplePoint Capital. Please refer to Item 11 and Client Governing Documents for additional discussions of the conflicts of interests relating to these investments.

TriplePoint Administrator LLC ("**TriplePoint Administrator**"), a Delaware limited liability company, is a subsidiary of the Adviser. TriplePoint Administrator is responsible for furnishing certain Clients with office facilities and equipment and provides Clients with clerical, bookkeeping, recordkeeping and other administrative services at such facilities.

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

Code of Ethics and Personal Trading

The Adviser and the BDCs have adopted a joint code of ethics pursuant to Rule 17j-1 under the 1940 Act and Rule 204A-1 under the Advisers Act that establishes procedures for personal investments and restricts certain personal securities transactions. Personnel subject to the code may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the code's requirements. The joint code of ethics is available free of charge on our website at www.tpv.com and on the EDGAR Database on the SEC's website at <http://www.sec.gov>.

Participation or Interest in Client Transactions

Conflicts Related to Overlapping Investments

TriplePoint Capital and the Adviser manage multiple investment funds, accounts or vehicles that invest or may invest in the same or similar companies and investments. Subject to TriplePoint Capital's allocation policy and applicable law, other vehicles sponsored or managed by the Adviser's senior investment team also invest in venture capital-backed and venture growth stage companies or may have prior investments outstanding to potential borrowers. As a result, members of the Adviser's senior investment team, in their roles at TriplePoint Capital, may face conflicts in the allocation of investment opportunities among our Clients and other investment vehicles managed by TriplePoint Capital with similar or overlapping investment objectives.

Generally, when a particular investment would be appropriate for one Client as well as one or more other investment funds, accounts or vehicles managed by our Adviser's senior investment team, such investment will be apportioned by the Adviser's senior investment team in accordance with (1) the Adviser's internal conflict of interest and allocation policies, (2) the requirements of the Advisers Act and (3) certain restrictions under the 1940 Act regarding co-investments with affiliates. Co-investment opportunities will be allocated amongst Clients, TriplePoint Capital and/or other investment funds, accounts and vehicles managed by the Adviser or its affiliates: (1) consistent with both the Adviser's allocation policies and procedures and the conditions of the BDCs' exemptive order, as applicable; and (2) in a manner reasonably designed to ensure that investment opportunities are allocated fairly and equitably over time. Such apportionment may not be strictly pro rata, depending on the good faith determination of all relevant factors, including, without limitation, differing investment objectives, amount of capital available for each potential investing entity, diversification considerations, regulatory restrictions and the terms of our Clients' respective Governing Documents and the governing documents of such other investment funds, accounts or investment vehicles. These procedures could, in certain circumstances, limit whether or not a co-investment opportunity is available to Clients, the timing of acquisitions and dispositions of investments, the price paid or received by Clients for investments or the size of the investment purchased or sold by Clients.

Clients may co-invest with TriplePoint Capital and/or investment funds, accounts and vehicles managed by TriplePoint Capital or its affiliates where doing so is consistent with Client investment strategy as well as applicable law and SEC staff interpretations. The Adviser may be subject to conflicts of interest with respect to taking actions regarding many investments in which TriplePoint Capital or its affiliates also have an interest.

Although the Adviser has adopted a compliance program that includes conflicts of interest policies and procedures, as well as allocation policies and procedures, that are designed to mitigate the potential actual or perceived conflicts between Clients, on the one hand, and TriplePoint Capital and its affiliates, on the other hand, it may not eliminate all potential conflicts. TriplePoint Capital and its affiliates may have previously made investments in secured loans, together with, in many cases, attached equity "kickers" in the form of warrant investments, and direct equity investments in some of the same companies in which Clients invest. In certain of these circumstances, Clients may have rights and privileges that give Clients priority over others associated with the issuer,

such as TriplePoint Capital or its affiliates. These rights, if exercised, could have a detrimental impact on the value of the investment made by TriplePoint Capital or its affiliates in the issuer, and as a result the Adviser in such circumstances could have a conflict of interest with respect to the exercise of such rights. Subject to the applicable provisions of the Advisers Act and the 1940 Act, the Adviser may not exercise a Client's rights if the Adviser believes TriplePoint Capital or its affiliates would be disadvantaged by the Client taking such action, even if it is in the best interests of Clients. In addition, the Adviser may be subject to a conflict of interest in seeking to make an investment in an issuer in which TriplePoint Capital or its affiliates have already invested, and the Adviser or the Client may still choose to make such investment, where permissible. In such a scenario, the Adviser may be influenced to make an investment or take actions in order to protect the interests of TriplePoint Capital or its affiliates in the issuer.

Conflicts Related to the BDCs

A BDC is prohibited under the 1940 Act from participating in certain transactions with its affiliates without the prior approval of the BDC's independent directors and, in some cases, the SEC. Any person that owns, directly or indirectly, 5% or more of a BDC's outstanding voting securities will be a BDC affiliate for purposes of the 1940 Act. In addition, any venture or venture growth stage company in which TriplePoint Capital or its affiliates own 5% or more of its outstanding voting securities will be a BDC affiliate for purposes of the 1940 Act. A BDC is generally prohibited from buying or selling any security from or to such affiliate without the prior approval of its independent directors and, in certain cases, the SEC. The 1940 Act also prohibits certain "joint" transactions with certain BDC affiliates, which could include concurrent investments in the same company, without prior approval of its independent directors and, in some cases, the SEC. A BDC is prohibited from buying or selling any security from or to any person that controls the BDC or who owns more than 25% of the BDC's voting securities and certain of that person's affiliates, or entering into prohibited joint transactions with such persons, absent the prior approval of the SEC. As a result of these restrictions, a BDC may be prohibited from (i) buying or selling any security (other than any security of which the BDC is the issuer) from or to any company that is advised or managed by TriplePoint Capital or the Adviser or any of their affiliates or in which TriplePoint Capital or the Adviser or any of their affiliates hold an interest or (ii) modifying any security that we hold in a company in which TriplePoint Capital or the Adviser or any of their affiliates also hold an interest without the prior approval of the SEC, which may limit the Adviser's ability to take any action with respect to an existing investment or potential investment regardless of whether the BDC concludes that the action may be in the best interest of its stockholders. The BDC has been granted exemptive relief to co-invest with affiliated funds and accounts, subject to the conditions in the exemptive order issued by the SEC. For more information on the conflicts of interests and restrictions applicable to the BDCs, please refer to the BDCs' respective Governing Documents.

Conflicts Related to Valuation of Investments

Because most of the assets in which Clients are expected to invest are not publicly traded, the value of such assets can be difficult to determine. The BDCs' assets are valued pursuant to Rule 2a-5 under the 1940 Act and other Clients' assets are valued in good faith pursuant to the Clients' governing documents and in accordance with the Adviser's policies and procedures. Such good

faith valuations require the application of a significant amount of judgment, are inherently uncertain, will fluctuate and will often be based on estimates and assumptions. The Adviser's determination of the fair value of an asset could differ materially from the values that would have been applied if an active market for the asset existed and from the price at which such asset could ultimately be sold. Differences in fair value and actual sale value could adversely impact Clients.

The Adviser's senior investment team provides Clients with valuation recommendations based upon the most recent and available information, which generally includes industry outlook, capitalization, financial statements and projected financial results of each portfolio company. The participation of the Adviser's senior investment team in the valuation process, and the pecuniary interest in the Adviser by certain members of our investment team, could result in a conflict of interest with respect to valuation of investments that form the basis for management fees and incentive fees.

Conflicts Related to Management Fee Calculations

Management fee structures differ from Client to Client, which can result in one or more Clients paying higher management fees than other Clients. The variation in management fee structures may create an incentive for us to allocate time, resources, or investment opportunities to Clients based on our ability to earn higher management fees. Management fees may be calculated based gross assets (i.e., including borrowings), which can create conflicts of interests when we control the timing and amount of leverage, if any, used by a Client, since the use of leverage would provide additional capital to such Client enabling such Client to make additional investments and thus increase the base against which management fees are calculated. This opportunity to earn higher fees could give us an incentive to allocate investment opportunities based on a Client's use of leverage. We seek to mitigate this conflict through our Allocation Policy.

Principal and Cross Transactions

The Adviser could effect principal transactions where a Client acquires an asset from or sells an asset to the Adviser or an affiliate. Before completion of a principal transaction, the Adviser will provide disclosures to and obtain the consent of the Client in accordance with Section 206(3) of the Advisers Act and any applicable Client Governing Document.

The Adviser could also cause Clients to enter into cross-transactions whereby one Client sells assets to another Client. Whenever the Adviser intends to have two Clients enter into cross trades with each other, the Adviser will first make a determination that the cross trade is fair and equitable to each Client. Cross trades involving loans are executed at prices as determined in accordance with Client Governing Documents and the Adviser's Valuation Procedures.

For BDCs, participation in a principal or cross transaction would generally be restricted under the 1940 Act, unless an exception or exemption applies. BDCs are subject to additional restrictions with respect to, among other things, portfolio management, the use of leverage, and conflicts of interest. Additional information about restrictions applicable to any Clients that are BDCs will be disclosed to BDCs and their investors in Client Governing Documents.

Shared Services Expenses

In the operation of the Adviser's business and the management of Clients, an inherent conflict might arise in connection with shared service expenses. Pursuant to the Client Governing Documents, certain expense items, which may include overhead and back office expenses, could be allocated to Clients. The allocation of expenses will require judgment to determine whether the expense is to be allocated to the Adviser, the Administrator, TriplePoint Capital, or to Clients or split proportionately between the Adviser/Administrator/TriplePoint Capital and one or more Clients. Additionally, the Adviser will bear the portion of any shared service expense attributable to a Client whose Client Governing Documents prohibit the Client from bearing such expense. Where the Adviser must allocate a shared service expense with respect to an item that is attributable to the Adviser and Clients or to multiple Clients, the Adviser would have an incentive to allocate relatively more of an expense to Clients who can bear such expenses under their Client Governing Documents and relatively less of an expense to the Adviser or to Clients whose Client Governing Documents prohibit bearing such expense. Accordingly, the Adviser's exercise of judgment in allocating shared service expenses would create a conflict of interest since it would be both in the Adviser's best interest and in the Clients' best interest to pay less service expenses.

Fiduciary Duty to Multiple Holders of Loans

As noted above, the Adviser could have fiduciary duties to multiple holders of loans, and it is not always the case that each such holder's interest is aligned with the interests of other holders' with respect to waivers of prepayment or call protections. Those who participate in a refinancing of a loan could benefit from a waiver, while those that do not participate could prefer to receive the benefit of any prepayment premiums that would otherwise be due and other prepayment protections. Whether or not a Client would be able to participate in a refinancing depends on a variety of factors that would vary based on each Client.

Where one or more Clients do not participate in a refinancing, the Adviser would face a conflict of interest between its duty to such Clients and the interests of those Clients, if any, that do participate in the refinancing, as well as, in certain cases, the interests of TriplePoint Capital and its investment funds or accounts which could benefit from such refinancing.

Any of the foregoing circumstances could give rise to conflicts of interest, or the appearance of a conflict of interest.

Allocation of Investment Opportunities

We or TriplePoint Capital may have conflicts of interests with respect to, among other matters, the management of Clients, including an incentive to allocate more favorable investment opportunities to, or otherwise for, an account from which we receive differing incentive fees or in which we, or an affiliate, have an ownership or other economic interest.

As noted above, TriplePoint Capital invests for its own account, in the ordinary course of business, in types investments or companies in which Clients could invest. All or a substantial portion of Client assets could be comprised of investments that could also be invested in by Clients. Clients

(and investors in Clients) thus should understand that various conflicts of interest can arise from the overall investment activity of TriplePoint Capital. In addition, we have Clients with overlapping investment strategies and we will face conflicts in the allocation of investment opportunities among our Clients. To mitigate the foregoing conflicts of interest associated with the allocation of trading and investment opportunities, we maintain an Allocation Policy that governs the allocation of portfolio transactions and investment opportunities. It is our policy to allocate investment opportunities in the interest of clients in a manner that is, fair and reasonable to Clients overtime, and consistent with applicable laws, rules and regulations. Our Allocation Policy also contains provisions intended to comply with the provisions of the 1940 Act, including an exemptive order granted to us by the SEC, as well as relevant SEC and SEC Staff guidance.

Differing Investments in the Capital Structure of Portfolio Companies

As noted above, our Clients or TriplePoint and its investment funds or accounts could invest in a range of asset classes throughout the corporate capital structure of portfolio companies (which could include investments in loans and other debt securities, equity securities, and warrants) of issuers in which Clients invest. Accordingly, Clients could invest in issuers in which one or more other Clients are also investors, or in which TriplePoint or its investment funds or accounts are also investors, and which could hold interests that are of a different class or type than the class or type of interest held by such Client or account and which could be senior, pari passu or junior to the other Client's or account's investment. Investments by one Client in the same class and type as another Client or account could create conflicts of interests, including conflicts of interests when such portfolio companies are in stressed or distressed situations or in connection with restructurings, reorganizations, or bankruptcies of such portfolio companies.

Item 12 Brokerage Practices

The Adviser has a duty to execute transactions for each Client in the best interests of the Client and, accordingly, will seek to obtain best execution of Client portfolio transactions.

Since Clients acquire and dispose of many of their investments in privately negotiated transactions, many of the transactions that Clients engage in do not require the use of brokers or the payment of brokerage commissions. Subject to the terms of our Client's Governing Documents, and in the case of the BDCs the oversight of their Boards of Directors, we are primarily responsible for selecting brokers and dealers to execute transactions with respect to the publicly traded securities portion of our Clients' portfolio transactions and the allocation of brokerage commissions.

Our Adviser does not execute transactions through any particular broker or dealer but seeks to obtain the best net results for us under the circumstances, taking into account such factors as price (including the applicable brokerage commission or dealer spread), size of order, difficulty of execution and operational facilities of the firm and the firm's risk and skill in positioning blocks of securities. We generally seeks reasonably competitive trade execution costs but we do not necessarily pay the lowest spread or commission available. Subject to applicable legal requirements, we may select a broker based upon brokerage or research services provided to us and Clients. In return for such services, Clients may pay a higher commission than other brokers would charge if we determine in good faith that such commission is reasonable in relation to the services provided.

If more than one Client purchases or sells the same security, such orders will generally be aggregated in a single transaction unless the Adviser determines that aggregation is not the best interests of the relevant Client or Clients.

Item 13 Review of Accounts

We utilize an extensive internal credit tracking and monitoring approach to follow a borrower's actual financial performance and achievement of business-related milestones to ensure that the internal risk rating assigned to each borrower is appropriate. This process has been refined and validated by our senior management and the track record developed by TriplePoint Capital since its inception and is based in part on its expertise and deep understanding of the risk associated with investing in various stages of a venture capital-backed company's lifespan. The analysis focuses on both quantitative metrics, such as cash balance and cash burn, and our qualitative assessment in various areas, such as the progress of product development, overall adherence to the business plan, future growth potential and ability to raise additional equity capital. We maintain dialogue and contact with our borrowers' management teams to discuss, among other topics, business progress, cash flow, financial condition and capital structure issues. We also typically engage in dialogue with the venture capital investors in our borrowers to understand and assess the company's progress and development and the venture capital investor's outlook and/or level of support for our borrower.

Each of our borrowers is assigned a "Portfolio Company Team" consisting of staff from our Originations, Investment and Credit Analysis, Portfolio Monitoring and Legal teams. We believe having a dedicated Portfolio Company Team for each borrower further strengthens the relationship we have with the borrower, which is a key component of our strategy and affords our consistent and continuous interaction with our borrowers. A Portfolio Monitoring professional is assigned to all borrowers to ensure compliance with financial statement reporting, insurance filing and timely payment requirements. These professionals review the various financial statements, compliance reports and other documents received from our borrowers on a monthly or quarterly basis, as well as publicly filed financing statements, such as UCC financing statements and press releases, and enter them into our online platform for review by the rest of the Portfolio Company Team. In the event of a missed payment or if other credit issues arise, the Portfolio Monitoring professional contacts other members of the Portfolio Company Team to initiate escalation procedures.

On a weekly basis, our Investment Committee and senior investment team review material events and information on our borrowers and discuss in detail those borrowers that are performing below expectations. On a quarterly basis, or more frequently as needed, our Originations and Investment and Credit Analysis undertakes an extensive re-evaluation of each borrower and prepares a portfolio update. Key topics that are reviewed include timing/status of the next equity financing round, cash balance and burn rate, financial and operational progress, and covenant adherence. All of these meetings are attended by each member of our Investment Committee, senior investment team and the Portfolio Company Team for the specific borrower being reviewed.

If the outlook for a borrower, its industry or a borrower's available cash balance or credit rating is deteriorating, or there is material downturn in the borrower's standing since our last review, we change the standing of the borrower on our Credit Watch List and our Originations and Investment

and Credit Analysis Professionals contact the borrower and its venture capital investors to discuss and understand any changes. Our Originations and Investment and Credit Analysis Professionals generally actively work to maintain an open dialogue with borrowers on the Credit Watch List to work to limit the likelihood of a default. Utilizing the Four Rs, our core investment philosophy, we assess each borrower on our Credit Watch List and, based on the recommendations from our Originations and Investment and Credit Analysis Professionals and potentially from our discussions with and representations made from the borrower's venture capital investors, determine the appropriate course of action, including decisions to enforce our Clients' rights and remedies, modify or waive a provision of our investments, declare a default, request early pay-off, or wait for an external event, such as an acquisition or financing, to restructure a secured loan or receive additional consideration in the form of fees or warrant investments. In a worst-case scenario, a member of our Portfolio Company Team sells collateral with the help of management, repossesses and auctions assets or negotiates and structures other potential outcomes. If bankruptcy is a possibility, a member of our Portfolio Company Team may utilize outside counsel to provide advice on avoiding this outcome or to minimize the adverse effects on our Clients.

Item 14 Client Referrals and Other Compensation

From time to time, the Adviser has entered and may enter into solicitation or placement agent agreements pursuant to which third parties will be entitled to receive fees based on providing client or investor referrals. These fees can be based on the amount of assets such clients or investors invest with the Adviser. In certain cases, such fees can be payable for a period of time, including a trailing period following termination of the arrangement.

Item 15 Custody

The Adviser's affiliates act as General Partner or Managing Member with respect to the Private Fund, and as such, we are deemed to have custody of client funds or securities of the Private Fund as defined in Rule 206(4)-2 under the Advisers Act (the "**Custody Rule**"). Except as permitted by the Custody Rule, cash and securities of Clients are maintained in accounts established with qualified custodians. The Private Funds are audited in accordance with GAAP on an annual basis and distribute audited financial statements to each investor within 120 days of the Private Fund's fiscal year end in accordance with Rule 206(4)-2(b)(4) under the Advisers Act. Investors should contact the Adviser if they have questions about the financial statements or fail to receive them in a timely manner.

We do not have custody, for purposes of the Advisers Act Custody Rule, of our BDC Clients' funds or securities. Custody of the BDCs' assets is governed by the 1940 Act and the rules and regulations thereunder.

Item 16 Investment Discretion

The Adviser expects that it will generally have decision-making authority for most Clients in accordance with the applicable Governing Documents. As discussed above, investments for a Client will be managed in accordance with the Client's particular investment objectives, strategies, restrictions and guidelines as outlined in the applicable Governing Documents.

Item 17 Voting Client Securities

As an investment adviser registered under the Advisers Act, we have a fiduciary duty to act solely in the best interests of our Clients. As part of this duty, we recognize that we must vote Client securities in a timely manner free of conflicts of interest and in the best interests of the Clients. We have established policies and procedures for voting proxies for our Clients that are intended to comply with Section 206 of, and Rule 206(4)-6 under, the Advisers Act.

While Clients are not expected to hold significant investments in portfolio companies which solicit traditional proxies, the Adviser could be called upon to provide (or withhold) consent to proposed modifications to loan terms and covenants. Our authority to act in these circumstances will be conferred or limited by the Client Governing Documents. We face conflicts of interest in making a consent decision as to a loan where we or TriplePoint Capital has a business relationship with the obligor or another party with an interest in the outcome of a consent request. Conflicts also arise in the event a senior executive or other person connected with the obligor or another party with an interest in the outcome of a consent request has a significant relationship with our personnel or personnel of TriplePoint Capital.

We vote proxies relating to any of our Clients' portfolio equity securities in a manner that we perceive to be the best interest of our Clients and their investors. We review on a case-by-case basis each proposal submitted to a vote to determine its effect on any of the portfolio equity securities our Client's hold. In most cases we will vote in favor of proposals that we believe are likely to increase the value of any of the portfolio equity securities Clients hold. Although we generally vote against proposals that may have a negative effect on any of our Clients' portfolio equity securities, we may vote for such a proposal if there exist compelling long-term reasons to do so.

Our proxy voting decisions are made by our senior investment team. To ensure that our vote is not the product of a conflict of interest, we require that (1) anyone involved in the decision-making process disclose to our Chief Compliance Officer any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote and (2) employees involved in the decision-making process or vote administration are prohibited from revealing how we intend to vote on a proposal in order to reduce any attempted influence from interested parties. Where conflicts of interest may be present, we disclose such conflicts to the Client, which may include the Client's independent directors, and may request guidance from the Client on how to vote such proxies.

Item 18 Financial Information

The Adviser has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage Client accounts in accordance with its contractual and fiduciary commitments.