

rights and/or terms or provisions thereof, nor will iCapital be required to offer such additional and/or different rights and/or terms to any or all of the other investors or shareholders.

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

Underlying Fund Manager/Sub-Adviser Selection:

The Private Access Funds' primary investment objective will be to allow investors to gain exposure to select fund managers at significantly lower investment minimums than would be required for a direct investment in any Underlying Fund. iCapital will accomplish this by leveraging our sourcing advantages and employing an ongoing "bottom-up" diligence approach. The Direct Investment Funds' investment objective is to provide its investors access to portfolio management by a variety of Sub-Advisers selected by iCapital.

Bottom-up Diligence (Private Equity Funds):

iCapital's due diligence team is focused on conducting investment, operations, and legal due diligence on the Private Access Fund offerings made available on iCapital's platform. iCapital's due diligence process comprises three stages. In the initial quantitative phase of evaluation, iCapital reviews the forward calendar of funds coming to market to develop market maps across the various private equity strategies (buyouts, growth capital, mezzanine, etc.) to identify funds likely to be appealing to iCapital's network. At this stage, iCapital also identifies fundraising schedules and targets and compares performance against benchmarks and against specific managers in the pipeline.

Once iCapital has isolated funds coming to market in the ensuing 18 months, iCapital proceeds to the second phase of the due diligence process. During this phase, iCapital conducts a comprehensive evaluation of the manager's track record, a detailed benchmarking analysis, and a thorough review of the competitive landscape. iCapital has an initial meeting with the investment team and seeks to analyze the fund's investment strategy, review the quality and competency of the investment team, and understand the market outlook. Before meeting with a manager, iCapital's diligence team spends a significant amount of time evaluating data room materials provided by the manager. They prepare an agenda with a thorough list of questions. Also, during this phase of diligence, iCapital does a complete review of the fund's PPM, LPA, and ancillary marketing materials. Finally, iCapital makes reference calls to understand market positioning, team stability and depth, and market demand.

iCapital's due diligence comprises both qualitative and quantitative components. The qualitative manager assessment generally includes a full-day onsite during which iCapital meets with the manager's investment, operational, and legal professionals. iCapital aims to cover many different topics during these meetings, including team depth and stability, investment strategy and marketing positioning, competitive landscape, discussion of poor investments and lessons learned. iCapital leverages these meetings, the review of the managers' due diligence questionnaire, and responses to any additional questions, to evaluate the fund relative to its peers with a focus on assessing the team in the context of its depth, diversity, and longevity. iCapital assesses the manager's compensation structure to ensure alignment of interest. iCapital conducts both on the list and off the list reference calls to contacts including executives at portfolio companies, peer firms, institutional LPs, former employees, and service providers such as bankers and lawyers.

iCapital's quantitative analysis is focused on performing a comprehensive track record