

Risk Factors

An investment in the Fund is speculative and entails a significant degree of risk, including a risk of total loss of capital, and, therefore, should be undertaken only by investors capable of evaluating the risks of the Fund and bearing the risks that it represents. There can be no assurance that the Fund will be able to achieve its investment objective or that Investors will receive a return on their capital, and investment results may vary substantially on a monthly, quarterly or annual basis.

The risk factors set forth herein are not, and are not intended to be, a complete enumeration or explanation of all of the potential or actual risks that may arise relating to an investment in the Fund. Additional material information about actual and potential risks is set forth in the Governing Documents of the Fund, and the risk factors below are incorporated by reference therein. Additional risks may exist that are not presently known to the Investment Adviser or are deemed immaterial, and as the investment program of the Fund develops and changes over time, an investment in the Fund may be subject to additional and different risk factors. Prospective investors should carefully consider the following factors in connection with a purchase of Interests, read the Governing Documents in their entirety and consult with their own advisers before deciding whether to invest in the Fund.

By acquiring Interests and by agreeing in its Subscription Agreement to be bound by the terms thereof, each Investor will be required to certify that they have accessed and read this document and will be deemed to have acknowledged the existence of such actual and potential risks described herein.

General Risks

Reliance on the Investment Adviser. The success of the Fund is dependent on the expertise of the Investment Adviser. Except as otherwise set forth in the Governing Documents, the Investment Adviser is not required to devote its full or any specified percentage of its time to the business of the Fund. In addition, if the Investment Adviser is removed, resigns or otherwise no longer serves as the Investment Adviser of the Fund, a large number of Fund Investments may be terminated or otherwise become unavailable to the Fund, which may have an adverse impact on the Fund's investment performance. Moreover, subjective decisions made by the Manager may cause the Fund to incur losses or to miss profit opportunities.

Reliance on the Investment Team, BlackRock Investment Professionals and the Platform's Investment Processes. The Fund's investment activities will be directed by the General Partner and the Manager or affiliates thereof. The Limited Partners have no right or power to make decisions with respect to the management, disposition or other realization of any investment, or other decisions regarding the business and affairs of the Fund. Consequently, the success of the Fund will depend, in large part, on the skill and expertise of the Investment Team and other BlackRock investment professionals (including the members of the Investment Committee and the Management Committee, as applicable) as well as on the processes (including the committees that review and approve investments and the approvals required before an investment is made) utilized by such individuals. The information in the Governing Documents concerning the mechanics of the investment processes and the size and composition of the Investment Team, the Investment Committee, and the Management Committee is accurate as of the date thereof. However, there can be no assurance that the investment processes will remain unchanged or that the professional personnel of the Investment Team or other BlackRock investment professionals (including members of the Investment Team, the Investment

Committee, and the Management Committee) will continue to serve in their current positions or continue to be employed by BlackRock, and the General Partner will have no obligation to notify the Limited Partners regarding a change in the investment processes utilized or a departure of one or more individuals currently employed by BlackRock. In addition, new individuals may join the Investment Team, the Investment Committee, and the Management Committee, and the General Partner will have no obligation to notify the Limited Partners regarding any such new members. Although the Investment Team and other BlackRock investment professionals (including members of the Investment Team, the Investment Committee, and the Management Committee) will devote such time as they determine in their discretion is necessary to carry out the operations of the Fund effectively, they will not devote all of their professional time to the affairs of the Fund. Limited Partners must rely solely on the judgment of the Investment Team and other BlackRock professionals (including members of the Investment Team, the Investment Committee, and the Management Committee) in selecting investments and should not invest in the Fund unless willing to entrust all aspects of the portfolio management of the Fund to such persons.

Transferability of Interests. The Interests offered hereby have not been registered under US federal or state securities laws and are subject to restrictions on transfer contained in such laws. The Interests may not, directly, indirectly, or synthetically be transferred, assigned, sold, pledged, charged, mortgaged, hypothecated, conveyed, exchanged, referenced under a derivatives contract or any other arrangement or otherwise disposed of except with the prior written consent of the General Partner. In addition, any transfer of Interests will be subject to the anti-money laundering policies and procedures and other regulatory requirements applicable to the Fund. There is no market for the purchase or sale of Interests and none is expected to develop.

Fees and Expenses. As set forth in the Governing Documents, Limited Partners will bear their allocable shares of the investment and operating expenses of the Fund, the management fee paid to the Manager (or, to the extent applicable, any priority profit share allocable to the General Partner), any fees paid to the Administrator pursuant to the Administration Agreement, and, to the extent made under the terms of the Governing Documents, the Carried Interest distributions to the General Partner. Accordingly, gross returns, if any, will be reduced by the foregoing fees and investment and administrative expenses.

Contingent Liabilities. From time to time, the Fund will be subject to contingent liabilities (including liabilities for taxes), known or unknown. To the extent the Fund is aware of these contingent liabilities, the Fund may be required by applicable accounting standards, or may otherwise determine in its discretion, to accrue amounts for such contingent liabilities for US generally accepted accounting principles or other purposes, including contingent liabilities that may never become payable. In certain circumstances the Fund may not accrue amounts for contingent liabilities, which could subsequently be determined that the Fund ultimately is required to pay.

Additional Reserves. Reserves may be set aside for actual or projected expenses, liabilities or other obligations, contingent or otherwise (including management fees). These reserves generally will be invested in money market funds or other short-term, liquid investments, including, without limitation, investments managed by BlackRock or its affiliates. It is expected that these short-term, liquid investments will yield relatively low returns. As a result, the Limited Partners' returns may be reduced if amounts are retained in reserves in lieu of being distributed. Where such reserves are held in cash and placed with a financial institution, the Fund will also be exposed to counterparty credit risk relating to that institution.

Side Letters and Other Agreements. BlackRock or its affiliates may allow other Client Accounts to invest in BlackRock-managed funds or accounts on different terms than those specifically described in the Governing Documents, including, without limitation, with respect to fees, liquidity, or depth or frequency of information provided in relation to such investments. Under certain circumstances, these agreements could create preferences or priorities for such other Client Accounts as compared to the Investors. For example, additional or different information provided to other Client Accounts may provide the recipient greater insights into BlackRock's activities, thereby enhancing the recipient's ability to make investment decisions with respect to the funds or accounts managed by BlackRock.

Internal Reports. The Investment Adviser may from time to time provide the Investors with reports and materials prepared by the Investment Adviser or its affiliates for internal use, including without limitation, diligence or investment committee reports with respect to an investment by the Fund (including a Fund Investment), a third party investment fund or external investment advisor (collectively, "Reports"). To the extent the Investment Adviser provides such Reports, (i) such Reports may not be suitable for an Investor's particular use and will not constitute, and should not be construed as, investment advice, (ii) such Reports will be provided to the Investors on an "as is" basis as limited background information in respect of an investment or external investment advisor for informational purposes only and should not be relied upon for any purpose, (iii) such Reports may be summarized or redacted and will not (and will not purport to) provide a complete description, whether positive or negative, of the applicable investment by the Fund or external investment advisor, (iv) to the extent that such Reports cite any opinions, views or judgments of third parties, any such opinions, views or judgments will not necessarily be the opinions, views or judgments of the Investment Adviser, its principals, employees and/or their affiliates, and (v) any opinions, views or judgments of personnel of the Investment Adviser or its affiliates stated in the Reports will constitute the subjective judgment of such persons and may not reflect the consensus opinions, views or judgments of the Investment Manager, its principals, employees and/or their affiliates. Conversely, the Reports may reflect a consensus view, and not reflect the views of various principals and/or employees of the Investment Manager or its affiliates, including instances where such views differ materially and/or negatively.

Distributions. There can be no assurance that the operations of the Fund will be profitable, that the Fund will be able to avoid losses or that cash from its investments will be available for distribution to the Limited Partners. The Fund will have no source of funds from which to pay distributions to the Limited Partners other than income and gain received on its investments and the return of capital.

Information Technology Systems. The Fund is dependent on the Investment Adviser for investment management, operational and financial advisory services. The Fund is also dependent on the Investment Adviser for certain management services as well as back-office functions. The Investment Adviser depends on information technology systems in order to assess investment opportunities, strategies and markets and to monitor and control risks for the Fund and Fund Investments. In addition, certain of the Investment Adviser's operations may interface with or depend on systems operated by third parties, including prime brokers, securities exchanges and other types of trading systems, market counterparties, custodians and other service providers. The Investment Adviser may not be in a position to verify the risks or reliability of such third-party systems.

It is possible that a defect, failure or interruption of some kind which causes disruptions to these information technology systems including, without limitation, those caused by computer "worms," viruses and power failures could materially limit the Investment Manager's ability to adequately

assess and adjust investments, formulate strategies and provide adequate risk controls. Any such information technology related difficulty could harm the performance of the Fund. For example, such failures could cause the settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades and cause inaccurate reports, which may affect the Investment Manager's ability to monitor the Fund's investment portfolios and risks. Further, failure of the back office functions of the Investment Manager to process trades in a timely fashion could prejudice the investment performance of the Fund. Any of the foregoing or any failure of the back office functions of the Investment Adviser could adversely affect the Fund.

Cyber Security. The operations of BlackRock, the Investment Manager and the Fund are dependent on the effectiveness of the information and cyber security policies, procedures and capabilities BlackRock and its affiliates maintain to protect their computer and telecommunications systems and the data that reside on or are transmitted through them. An externally caused information security incident, such as a hacker attack, virus, phishing scam or worm, or an internally caused issue, such as failure to control access to sensitive systems, could materially interrupt business operations or cause disclosure or modification of sensitive or confidential client or competitive information of BlackRock, the Investment Manager or the Fund. There have been a number of recent highly publicized cases involving financial services and consumer-based companies reporting the unauthorized disclosure of client or customer information, as well as cyber-attacks involving the dissemination, theft and destruction of corporate information or other assets, as a result of failure to follow procedures by employees or contractors or as a result of actions by third parties, including actions by terrorist organizations and hostile foreign governments. BlackRock and its affiliates have been the target of attempted cyber-attacks, as well as the co-opting of their brands to create fraudulent websites, and must continuously monitor and develop their systems to protect their technology infrastructure and data from misappropriation or corruption. The failure to do so could disrupt BlackRock's, the Investment Adviser and/or the Fund's operations and cause financial losses. In addition, due to BlackRock's and its affiliates' interconnectivity with third-party vendors, central agents, exchanges, clearing houses and other financial institutions, BlackRock and its affiliates may be adversely affected if any of them are subject to a successful cyber-attack or other information security event. Any information security incident or cyber-attack against BlackRock and its affiliates or third parties with whom they are connected could result in material financial loss, loss of competitive position, regulatory fines and/or sanctions, breach of client contracts, reputational harm or legal liability to the Fund.

Risk of BlackRock Credit Event. Although the Fund Vehicles are separate legal entities from BlackRock, Inc., in the event that BlackRock, Inc. were to experience material financial distress or a downgrade in its credit rating, or if there were a change of control of BlackRock, Inc., the Fund could nonetheless be adversely affected. In that regard, financial distress, a credit rating downgrade or change of control of BlackRock could cause the Manager to have difficulty retaining personnel, or otherwise adversely affect the Fund and its ability to achieve its investment objectives.

Counterparty Arrangements. In selecting counterparties to transactions in which the Fund will engage, including but not limited to, borrowings under lines of credit it may have in place, the Investment Adviser has the authority to and will consider a variety of factors in addition to the price associated with such transactions. Considerations may include, but are not limited to: (i) the ability of the counterparty to (a) provide other products and services, (b) accept certain types of collateral and provide multiple products or services linked to such collateral or (c) execute transactions efficiently, or (ii) the counterparty's facilities, reliability and financial responsibility. Such products and services generally may benefit both the Fund and other Client Accounts,

although not necessarily in relation to their relative participation in a particular transaction. If the Investment Adviser determines that the counterparty's transaction costs are reasonable overall, the Fund may incur higher transaction costs than it would have paid had another counterparty been used. The Investment Adviser will periodically reevaluate its assessment of the selected counterparty. Subject to the Advisers Act, other applicable regulatory frameworks and the terms of the Governing Documents, counterparties to such transactions may be affiliates of, or service providers to, the Fund or the Investment Manager and thus such transactions may be subject to a number of potential conflicts of interest. See "Potential Conflicts of Interest — Decisions Made and Actions Taken by the Investment Manager may Raise Potential Conflicts of Interest — Investment Manager Decisions May Benefit BlackRock Entities and BlackRock Accounts."

In addition, the Fund will likely concentrate its hedging activities, if applicable, with one or a few counterparty(ies) and the Fund is subject to the risk that a counterparty may fail to fulfill its obligations under a hedging contract. To the extent that a counterparty fails to fulfill its obligations, the relevant class of interests, and potentially the Fund, could suffer a loss. Furthermore, in connection with its hedging activities, the Fund will be required to pledge and/or charge cash, securities and/or other assets of the Fund as collateral to the relevant counterparty. To the extent a counterparty of the Fund files for bankruptcy or undergoes a similar event, it may be very difficult for the Fund to recover any such collateral or have the relevant counterparty's security interest in the Fund's assets pledged and/or charged as collateral terminated in a timely manner, any of which could significantly impact the Fund. The Fund may also be subject to risk of loss of assets held with a counterparty in other situations, including if the counterparty is permitted to rehypothecate collateral, the counterparty fails to properly segregate customer funds, or the counterparty is not regulated in the United States, and such counterparty files for bankruptcy or undergoes a similar event.

In the case of a bankruptcy of a counterparty with which the Fund deals, the Fund might not be able to recover any of its assets held, or amount owed, by such counterparty, even if such property is specifically traceable to the Fund; and, to the extent such assets or amounts are recoverable, the Fund might only be able to recover a portion of such amounts. Further, even if the Fund is able to recover a portion of such assets or amounts, any such recovery could take a significant period of time. Prior to receiving the recoverable amount of the Fund's property, the Fund may be unable to trade any positions held by such person, or to transfer any positions and cash held by such person on behalf of the Fund. This could result in significant losses to the Fund.

Similar risks apply with respect to counterparties of Fund Investments, including brokers, dealers, exchanges and custodians.

Misconduct of Employees and Third-Party Service Providers. Misconduct or misrepresentations by employees of the Investment Adviser or third-party service providers could cause significant losses to the Fund. Employee misconduct may include binding the Fund to transactions that exceed authorized limits or present unacceptable risks and unauthorized trading activities, concealing unsuccessful trading activities (which, in any case, may result in unknown and unmanaged risks or losses) or making misrepresentations regarding any of the foregoing. Losses could also result from actions by third party service providers, including, without limitation, failing to recognize trades and misappropriating assets. In addition, employees and third party service providers may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting the Fund's business prospects or future marketing activities. Despite due diligence efforts, misconduct and intentional misrepresentations may be undetected or not fully comprehended, thereby potentially undermining the Investment Adviser's

due diligence efforts. No assurances can be given that the due diligence performed by the Investment Manager will identify or prevent any such misconduct.

Operational Risk. Operational risk of the Fund is a risk that deficiencies in the effectiveness and accuracy of information systems or internal controls that the Fund maintains may result in a material loss. This risk arises from, *inter alia*, human error, system failures, inadequate procedures or internal management controls. Operational risk such as human error or system failures may lead to incorrect or inaccurate valuations of the Investments and may impact the ability of the Administrator or the Manager to make such calculations or valuations on relevant determination dates. Where there are deficiencies in the effectiveness and accuracy of information systems or system failures, this may lead to a delay in providing Investors with required reporting information or other information requested by Investors.

Broad Indemnification. The Governing Documents and the various agreements and other documents referenced herein contain various provisions limiting the liability of the Investment Adviser and its affiliates, as well as other service providers, and provide broad indemnification. The Fund and/or the Investment Adviser, on behalf of the Fund, may enter into future agreements or other arrangements, which may also provide for broad indemnity obligations of the Fund. US federal and state securities laws impose liabilities under certain circumstances on persons that cannot be waived by contract or other agreements or documents. Nothing in those agreements should be deemed, or be construed in a manner that purports, to waive or limit any right to the extent such waiver or limitation is prohibited by applicable law. As a result of the provisions contained in the Governing Documents, Investors may have a more limited right of action in certain cases than they would in the absence of such limitations.

Limited Scope of Legal Counsel Representation. Fund Counsel acts as counsel to the General Partner, the Investment Adviser and certain affiliates of the General Partner, the Investment Adviser and the Fund. In connection with the Fund's offering of Interests and subsequent advice to the Fund, the Investment Adviser and their respective affiliates, Fund Counsel has not represented, and will not represent the Limited Partners. No independent legal counsel has been engaged by the Fund to represent the Limited Partners.

By investing in the Fund, unless the Investment Adviser and a Limited Partner enter into an explicit written agreement to the contrary, such Limited Partner expressly consents to Fund Counsel's representation of the Fund, the Investment Adviser and their respective affiliates in any dispute or controversy that may arise between such Limited Partners and any of the Fund, Investment Adviser and their respective affiliates, as applicable, to the extent permitted by any rules of professional conduct applicable to Fund Counsel.

In the course of advising the Fund, there are times when the interests of Limited Partners may differ from those of the Fund. Fund Counsel does not represent the Limited Partners' interests in resolving these issues.

Fund Counsel's representation of the Fund, the Investment Adviser and their respective affiliates is limited to specific matters as to which such counsel has been consulted by the Fund, Investment Adviser and/or their respective affiliates. There may exist other matters that could have a bearing on the Fund, Investment Adviser and/or their respective affiliates as to which Fund Counsel has not been consulted. In addition, Fund Counsel does not undertake to monitor compliance by the Investment Adviser and their respective affiliates with the investment program, valuation procedures and other guidelines set forth in the Governing Documents, nor does Fund Counsel monitor ongoing compliance with applicable laws.

Material, Non-Public Information. From time to time, the Investment Adviser or any of its affiliates may come into possession of confidential or material, non-public information that would limit the ability of the Fund to acquire or dispose of Fund Investments. The Fund's investment flexibility may be constrained as a consequence. The Investment Adviser may be subject to other restrictions on its investment flexibility.

Protection of Confidentiality. Except with respect to tax-related matters as described in the Governing Documents and disclosures to authorized representatives, Limited Partners will be required to keep confidential any information relating to the Fund and its affairs, including the identities of the other Partners, all offering materials used in connection with the marketing and private placement of Interests in the Fund, all books and records of the Fund and any information or matter related to the Portfolio Investments. To protect the sensitive nature of this information, the General Partner may, to the maximum extent permitted by applicable law, keep confidential from any Limited Partner any information the disclosure of which (i) the Fund, the General Partner, the Manager or any of their respective affiliates is required by law, agreement or otherwise to keep confidential; or (ii) the General Partner reasonably believes may have an adverse effect on (a) the ability to entertain, negotiate or consummate a Portfolio Investment or potential Portfolio Investment; (b) the Fund, the General Partner, the Manager, or any of their respective affiliates; or (c) any person that is the subject of any Portfolio Investment or potential Portfolio Investment. With respect to any Limited Partner that is subject to, or believes that it is subject to, any "freedom of information", "sunshine" or other law, rule or regulation that imposes upon such Limited Partner an obligation to make certain information available to the public, the Fund will request confidential treatment, to the maximum extent permitted under such law, rule or regulation, of all confidential information.

Public Disclosure. Some of the Interests are likely to be held by Investors, such as public pension plans and listed investment vehicles, which are subject to public disclosure requirements, such as the U.S. Freedom of Information Act, as amended, or state laws of similar effect. The amount of information about their investments that is required to be disclosed by such Investors has increased in recent years, and that trend may continue. To the extent that disclosure of confidential information relating to the Fund or its Investments results from Interests being held by such Investors, the Fund may be materially and adversely affected. The General Partners may, in order to prevent any such potential disclosure, withhold information otherwise to be provided to such Investors. Conversely, potential future regulatory changes applicable to investment advisors and/or the accounts they advise could result in BlackRock and/or the Fund becoming subject to additional disclosure requirements the specific nature of which is as yet uncertain. Furthermore, any increased disclosure or reporting requirements are likely to result in increased Operating Expenses to be borne by the Fund. In addition, the Fund may purchase Investments from publicly traded companies, which may also result in public disclosures regarding BlackRock and/or the Fund, which disclosures may also materially and adversely affect the Fund.

Limited Access to Information. Investors' rights to information regarding the Fund are specified, and strictly limited, in the Governing Documents. In particular, it is anticipated that the General Partners will obtain certain types of material information from Investments that will not be disclosed to Limited Partners because such disclosure is prohibited for contractual, legal or similar obligations outside of the General Partners' control. Decisions by the General Partners to withhold information may have material adverse consequences for Investors in a variety of circumstances. For example, an Investor that seeks to transfer its Interests may have difficulty in determining an appropriate price for such Interests. Decisions to withhold information also may make it difficult for Investors to monitor the Manager and their performance.

Forward-Looking Statements. The Governing Documents contain forward-looking statements, including observations about markets and industry and regulatory trends as of the original date thereof. Forward-looking statements may be identified by, among other things, the use of words such as "intends," "expects," "anticipates" or "believes," or the negatives of these terms, and similar expressions. Forward-looking statements reflect views as of such date with respect to possible future events. Actual results could differ materially from those in the forward-looking statements as a result of factors beyond the Investment Adviser's control. Prospective investors are cautioned not to place undue reliance on such statements. The Investment Adviser has no obligation to update any of the forward-looking statements in the Governing Documents.

General Economic and Market Conditions. The success of the activities of the Fund will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls and national and international political circumstances (such as changes in foreign investment policies). These factors may affect the level and volatility of securities prices and the liquidity of the Investments. Volatility or illiquidity could impair the Fund's profitability or result in losses.

The economies of individual countries in emerging and frontier markets may differ favorably or unfavorably from the economy of a developed country in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, the economies of such countries generally are heavily dependent upon international trade and, accordingly, have been, and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade. The economies of certain of these countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

Various social and political tensions around the world may contribute to increased market volatility, may have long-term effects on the worldwide financial markets and may cause further economic uncertainties worldwide. Market disruptions and the dramatic increase in the capital allocated to alternative investment strategies during recent years have led to increased governmental as well as self-regulatory scrutiny of the private investment fund industry in general. Certain legislation proposing greater regulation of the industry periodically is considered by various jurisdictions. It is impossible to predict what, if any, changes in the regulations applicable to the Fund, the General Partner and/or the Investment Adviser, the markets in which they trade and invest, or the counterparties with which they do business, may be instituted in the future. Any such regulation could have a material adverse impact on the profit potential of the Fund.

Passive Investment. The shareholders of the Fund will not have any control over the activities of the Fund. The shareholders will not have the opportunity to evaluate the relevant economic, financial and other information that will be utilized by the Investment Adviser in the selection, structuring, monitoring and disposition of investments.

Systemic Risk. Credit risk may arise through a default by one or several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Fund interacts on a daily basis.

Impact of Disease Epidemics. Certain illnesses spread rapidly and have the potential to significantly adversely affect the global economy. For instance, a novel coronavirus, COVID-19, first detected in China in December 2019 and later spreading internationally, resulted in closing borders, enhanced health screenings, healthcare service preparation and delivery, quarantines, cancellations, disruptions to supply chains and customer activity and market volatility, as well as general concern and uncertainty. The impact of this coronavirus, and other epidemics and pandemics that may arise in the future, could affect the economies of many nations, individual companies and the market in general in ways that cannot necessarily be foreseen at the present time. In addition, the impact of infectious diseases in developing or emerging market countries may be greater due to less established health care systems. Health crises caused by the recent coronavirus outbreak may exacerbate other pre-existing political, social and economic risks in certain countries. The impact of the outbreak may be short term or may last for an extended period of time, and could have an adverse impact on the Fund, its ability to achieve its investment objective and its investments.

Developments in Global Financial Markets and Government Intervention. In the past several years, market uncertainty and adverse market conditions in US, European and other markets have increased dramatically. In the past, these conditions resulted in reduced liquidity, general volatility, general widening of credit spreads and a lack of price transparency, among other things. The global financial markets continue to be subject to pervasive and fundamental disruptions and instability, including in the wake of the ongoing crisis of confidence over the ability of certain European countries to service their sovereign debt and fears over the future of the Euro. Extensive governmental and regulatory intervention is likely to continue. These difficult market conditions have adversely affected the market values of equity, fixed income and other securities, and these circumstances may deteriorate further. There can be no assurance that the Fund will not suffer material adverse effects from continued disruption of the markets or from broad or rapid changes in market conditions in the future.

Regulators in many jurisdictions have implemented or proposed a number of wide-ranging emergency regulatory measures, including restrictions on the short selling of financial and other stocks. Such intervention has in certain cases been implemented without much or any notice, with the consequence that some market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions has been suddenly and/or substantially reduced or eliminated. Given the complexities of the global financial markets and the limited time frame within which governments have been able to take action, these interventions have sometimes been unclear in scope and application. It is impossible to predict with certainty what additional governmental restrictions may be imposed on the markets and the effect of such restrictions on the Investment Adviser's ability to implement the Fund's investment program.

Governmental Investors. Governmental entities, including pension plans maintained by governmental agencies and instrumentalities, may be permitted to invest in the Fund. Such investors may be subject to federal, state or local laws that affect the applicability or enforcement of certain terms generally governing the Fund. For example, exculpation, indemnification, confidentiality, choice of law and choice of venue provisions may be applied differently with respect to such investors.

Co-Investments. The General Partner may, subject to BlackRock's Allocation Policy, offer some or all of the Limited Partners (in their individual capacities) or third parties (which may include other funds and client accounts managed or established by BlackRock or any of its affiliates

through partnerships, joint ventures or other entities, co-investment opportunities (“Co-Investment Opportunities”).

The General Partner may, at any time prior to the consummation of a proposed co-investment transaction, determine to withdraw any offer of a Co-Investment Opportunity for any reason, including if the General Partner does not receive a sufficient amount (as determined in the General Partner’s discretion) of demand with respect to such Co-Investment Opportunity.

Past performance is not necessarily indicative of future results and the actual number of Co-Investment Opportunities made available to Limited Partners may be significantly higher or lower than those made available in connection with other funds or accounts managed by BlackRock and its affiliates. The performance of any Co-Investment Opportunity allocated to a Limited Partner is not aggregated with that of the Fund, including for the purposes of determining any Limited Partner’s entitlement to distributions of Proceeds.

A Limited Partner’s returns with respect to Co-Investment Opportunities may be less than or exceed its returns with respect to the Fund. In particular, a Co-Investment Opportunity may be subject to reduced management fees, carried interest or similar compensation payable to the Manager, the General Partner and/or their affiliates.

Co-Investment Opportunities offered to third parties may involve risks not present in investments where a third party is not involved, including the possibility that a third-party co-venturer or partner (each such third party, a “Co-Investor”) may at any time have economic or business interests or goals that are inconsistent with those of the Fund, might become bankrupt, or may be in a position to take action contrary to the investment objectives of the Fund. In addition, the Fund may in certain circumstances be liable for the actions of its Co-Investor.

While the Manager expects to attempt to measure and monitor risks of any co-investments, the amount and quality of risk due diligence, measurement and monitoring may depend on access to information from the Co-Investors and/or underlying companies. There is no assurance that the Co-Investors and/or underlying companies will provide the Manager with access to this information, or that any such information will be accurate, complete, current or otherwise reliable. When this information is unavailable, estimates of risk will be made. Any failure of a Co-Investor (or its agents) to provide accurate information with respect to a Co-Investment Opportunity could subject the Fund to losses. Efforts to measure and reduce risk may not be successful.

Participants in Co-Investment Opportunities may not be required to bear their share of any broken deal or similar costs which arise as a result of a Co-Investment Opportunity not proceeding to completion, in which case the Fund will bear all such costs.

Cross Trades. In certain cases, Fund Investments from which the Fund seeks to withdraw may be appropriate investments for one or more other investment funds or accounts managed by the Investment Adviser. Rather than withdrawing the Fund’s direct or indirect interests in such Fund Investments, the Investment Adviser may attempt to transfer such interests to one or more investment funds or accounts managed by the Investment Adviser. Any such transfer generally would be effected at a price equal to the withdrawal price that otherwise would have been payable to the Fund in respect of such Fund Investment upon withdrawal of such interests. The transfer price generally will not take into account any value associated with the transfer of the Fund’s investment holding period, if any, in a Fund Investment, or the prior high net asset value associated with the transferred interests. The Fund may also acquire interests in Fund Investments in a similar manner. In addition, the Investment Adviser may book such transactions

as occurring on a particular trade date even though the relevant administrator or third-party manager of the Fund Investment being traded may not settle such transaction until a later trade date. Thus, such transactions may occur at net asset values that are estimated by the Investment Adviser, the relevant administrator or the third-party manager of the Fund Investment being traded and the Investment Adviser generally will then reconcile the differences between estimated and actual net asset values at a later date.

Certain Regulatory Risks

Fund Not Registered. The offering and sale of Interests will be exempt from registration under the laws described below. Accordingly, the Governing Documents have not been filed with, or reviewed by, the US Securities and Exchange Commission (“SEC”), the CFTC or any other US regulatory authority.

Investment Company Act of 1940. The Fund is not registered under the 1940 Act. The 1940 Act provides certain protections to investors and imposes certain restrictions on registered investment companies (including limitations on the ability of registered investment companies to incur debt), none of which will be applicable to the Fund. The Fund is exempt from the provisions of the 1940 Act, pursuant to an exemption for investment companies that are offering their securities exclusively to “qualified purchasers.” In order to ensure that the Fund may rely on such exemption, the Fund intends to obtain appropriate representations and undertakings from its investors. An Investor will be required to certify to the Fund, among other things, that it is a “qualified purchaser” as defined in Section 2(a)(51)(A) of the 1940 Act.

Securities Act. The Interests have not been and will not be registered, and are being offered pursuant to an exemption from registration, under the US Securities Act of 1933, as amended, and any rules or regulations promulgated thereunder from time to time. Each prospective investor who is a US Person will be required to represent, among other customary private placement representations, that it is an “accredited investor” as defined in Regulation D and is acquiring the Interests for its own account for investment purposes only and not for resale or distribution. The Interests are subject to restrictions on transfer.

Registration Under the Commodity Exchange Act. Registration with the CFTC as a “commodity pool operator” or as a “commodity trading advisor” with respect to the Fund or any change in the Fund’s operations necessary to maintain the Manager’s ability to rely upon the exemptions from registration as described in the Governing Documents of the Fund could materially and adversely affect the Fund’s ability to implement its investment program, conduct its operations and/or achieve its objectives and subject the Fund to certain additional costs, expenses and administrative burdens. Furthermore, any determination by the Manager to cease or to limit investing in instruments deemed to be commodity interests in order to comply with the regulations of the CFTC may have a material adverse effect on the Fund’s ability to implement its investment objectives and to hedge risks associated with its operations.

Legal Risk, Litigation and Regulatory Action. The Investment Adviser is part of a larger firm with multiple business lines active in multiple jurisdictions that are governed by a multitude of legal systems and regulatory regimes, some of which are new and evolving. As a result, the Fund, the Investment Adviser and their affiliates are subject to a number of legal, tax and regulatory risks, including changing laws and regulations, developing interpretations of such laws and regulations, as well as existing laws, and increased scrutiny by regulators and law enforcement authorities. Some of this evolution may be directed at the alternative fund industry in general, or certain

segments of the industry, and may result in scrutiny or claims against the Fund or the Investment Adviser directly for actions taken or not taken by the Fund or the Investment Adviser. These risks and their potential consequences are often difficult or impossible to predict, avoid or mitigate in advance. The adverse effect on the Fund, the Investment Adviser or any affiliate of any such legal risk, litigation or regulatory action could be substantial.

Business and Regulatory Risk of Private Investment Funds. [Internal Note: All tax-related disclosures remain subject to review by Product Tax] The regulatory environment relevant to the Fund, the Investment Adviser and Fund Investment activities is evolving and likely will entail increased regulatory involvement in their businesses or result in ambiguity or conflict among legal or regulatory schemes applicable to their businesses, all of which could materially adversely affect the Fund.

The financial services industry generally, and the activities of private investment funds (such as the Fund) and their investment advisers in particular, have been the subject of increasing legislative and regulatory scrutiny. In addition, legal, tax and regulatory changes are expected to occur during the term of the Fund that may materially adversely affect the Fund. There is significant uncertainty regarding the impact of such legislation and, consequently, the full impact that such legislation will ultimately have on the Fund and the Investment Adviser and the markets in which they trade and invest is not fully known. Further, the ability of the Fund to pursue its trading strategies may be adversely affected due to additional regulatory requirements or changes to regulatory requirements applicable to the Fund. Any changes to current regulations or any new regulations could have a material adverse effect on the Fund.

Tax laws and regulations are similarly changing on an ongoing basis, and such changes may be applied with retroactive effect. Moreover, the interpretation and application of tax laws and regulations by certain tax authorities may not be clear, consistent or transparent. Each prospective investor should be aware that other developments in the tax laws of the United States or other jurisdictions could have a material effect on the tax consequences to the Fund and that investors may be required to provide certain additional information to the Fund (which may be provided to the US Internal Revenue Service or other taxing authorities). Any change in the taxation legislation in any jurisdiction where a Fund is marketed or invested could affect the tax status of the Fund and/or the value of a Fund's investments in the affected jurisdiction, affect a Fund's ability to achieve its investment objective and/or alter the post-tax returns to investors.

The Fund or investors in the Fund may be subject to withholding or other taxes on income and/or gains arising from the Fund's investments, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by the Fund is incorporated, established or resident for tax purposes (although any such taxes may be subject to the possibility of reduction under applicable double tax treaties). Where the Fund invests in securities that are not subject to withholding or other taxes at the time of acquisition, there can be no assurance that tax may not be withheld or imposed in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The Fund may not be able to recover such tax and, in addition, local taxes incurred by the Fund or its investment subsidiaries may not be creditable or deductible by an investor so any such change would have an adverse effect on the value of the Fund's investments and returns to investors.

The availability and value of any tax relief available to investors depend on the individual circumstances of investors. Prospective investors are urged to consult their tax advisors with respect to their particular tax situations and the tax effects of an investment in the Fund.

Where the Fund chooses or is required to pay taxation liabilities and/or account for reserves in respect of taxes that are or may be payable in respect of current or prior periods (whether in accordance with current or future accounting standards), this would have an adverse effect on the value of the Fund's investments. This could cause benefits or detriments to certain investors, depending on the timing of their entry to and exit from the Fund.

Where the Fund invests in a jurisdiction where the tax regime is not fully developed or is not sufficiently certain, the Fund, the Manager, and their affiliates shall not be liable to account to any investor for any payment made or suffered by the Fund in good faith to a fiscal authority for taxes or other charges of the Manager or the Fund notwithstanding that it is later found that such payments need not or ought not have been made or suffered. Conversely, where through fundamental uncertainty as to the tax liability, adherence to best or common market practice (to the extent that there is an established best practice) that is subsequently challenged, or the lack of a developed mechanism for practical and timely payment of taxes, the Fund pays taxes relating to previous years, any related interest or late filing penalties will likewise be chargeable to the Fund. Such late paid taxes will normally be debited to the Fund at the point the decision to accrue the liability in the accounts of the Fund is made.

In addition, the Fund, the Investment Adviser and/or their respective affiliates face the continuing risk of pending and potential litigation and regulatory enforcement action. These risks are often difficult or impossible to predict, avoid or mitigate. Any such litigation or regulatory enforcement action could materially adversely affect the Fund.

As private investment firms and other alternative asset managers become more influential participants in the U.S. and global financial markets and economy generally, the asset management industry has been subject to criticism by some politicians, regulators and market commentators. In Germany, for example, U.S. private investment firms are perceived by some as being responsible for high levels of domestic unemployment. There have been similar concerns expressed in other European countries. Various federal, state and local agencies have examined and are examining the role of placement agents, finders and other similar private equity service providers in the context of investments by public pension plans and other similar entities, including investigations and requests for information. Furthermore, elements of organized labor and other representatives of labor unions have embarked on a campaign targeting private investment firms on a variety of matters of interest to organized labor, including with respect to affording favorable treatment or significant deference to organized labor and labor unions in dealings with preconstruction investments. There can be no assurance that the foregoing will not have an adverse impact on the Fund, the General Partner, the Manager, BlackRock or any of their respective affiliates (including the Investment Team) or otherwise impede the Fund's activities.

U.S. and non-U.S. laws have been changing, and may continue to change, including with respect to the tax treatment of "carried interest", in ways which may be adverse to the Carried Interest Partner (including with respect to a change under the US Tax Cuts and Jobs Act (the "TCJA"), which would require that, in order for the owners of the Carried Interest Partner to be taxed at rates applicable to long-term capital gain in respect of income and gain from the disposition of capital assets allocated with respect to carried interest, the Fund will generally have to hold a relevant investment for more than three years before disposing of it). Under the Governing Documents, the General Partner may have certain rights to amend the Governing Documents to mitigate such adverse consequences. Furthermore, such changes in law may make it more difficult for the General Partner or the Manager to incentivize, attract and retain management professionals, which may have an adverse effect on the General Partner's or Manager's ability to achieve the Fund's investment objectives, and/or and may create a misalignment of interests

between the General Partner, the Manager, and the Carried Interest Partner on the one hand, and Limited Partners, on the other hand.

OFAC, FCPA and U.K. Bribery Act Considerations. Economic sanction laws in the United States and other jurisdictions may prohibit BlackRock, its professionals and the Fund from transacting with or in certain countries and with certain individuals and companies. In the United States, the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces laws, Executive Orders and regulations establishing U.S. economic and trade sanctions. Such sanctions prohibit, among other things, transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These entities and individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs. The lists of OFAC prohibited countries, territories, persons and entities, including the List of Specially Designated Nationals and Blocked Persons, as such list may be amended from time to time, can be found on the OFAC website at www.treas.gov/ofac. In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC. These types of sanctions may restrict the Fund's investment activities.

In some countries, there is a greater acceptance than in the United States of government involvement in commercial activities, and of corruption. BlackRock, its professionals and the Fund are committed to complying with the U.S. Foreign Corrupt Practices Act ("FCPA"), the United Kingdom Bribery Act ("UKBA") and other anti-corruption laws, anti-bribery laws and regulations, as well as anti-boycott regulations, to which they are subject. As a result, the Fund may be materially and adversely affected because of its unwillingness to participate in transactions that violate such laws or regulations. Such laws and regulations may make it difficult in certain circumstances for the Fund to act successfully on investment opportunities and for investments to obtain or retain business.

In recent years, the U.S. Department of Justice and the SEC have devoted greater resources to enforcement of the FCPA. In addition, the United Kingdom through the UKBA has significantly expanded the reach of its anti-bribery laws. While BlackRock has developed and implemented policies and procedures designed to ensure strict compliance by BlackRock and its personnel with the FCPA and UKBA, such policies and procedures may not be effective in all instances to prevent violations. In addition, in spite of BlackRock's policies and procedures, Fund Investments and their affiliates, particularly in cases where the Fund or another BlackRock sponsored fund or vehicle does not control such Fund Investment, may engage in activities that could result in FCPA or UKBA violations. Any determination that BlackRock has violated the FCPA, UKBA or other applicable anti-corruption laws or anti-bribery laws could subject BlackRock to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and a general loss of investor confidence, any one of which could materially and adversely affect BlackRock's business prospects and/or financial position, as well as the Fund's ability to achieve its investment objective and/or conduct its operations.

Regulatory Considerations Associated With "Plan Asset" Funds or Accounts. The Fund's activities may be restricted or otherwise limited as a result of regulatory requirements applicable to other BlackRock clients that are "plan asset" funds or accounts and the Investment Advisor's internal policies designed to address such requirements and related potential conflicts of interest. For example, depending on various factors including the level of aggregate BlackRock client investment in a Fund Investment, the Fund may be precluded from investing in such Fund

Investment on the same date that other BlackRock clients are seeking to withdraw. In such event, if the Fund wants to allocate assets to such Fund Investment, it may need to defer such investment until the Fund Investment's next available subscription date and accordingly, that portion of the Fund's assets will not be used to pursue the Fund's investment objective until such investment is made.

The regulatory environment relevant to the Fund, the Investment Advisor and its investment activities, is evolving. As a result, BlackRock may from time to time modify its internal policies designed to comply with or limit the applicability of such regulatory requirements. Any such modifications will be made without notice to or consent of Investors. Such regulatory requirements and BlackRock policies may result in further limitations and restrictions on the activities of the Fund that could negatively impact the Fund.

Potential Implications of Brexit. On January 31, 2020 the United Kingdom formally withdrew and ceased being a member of the European Union. The United Kingdom and the European Union have now entered into a transition period until December 31, 2020 ("Transition Period"). During the Transition Period, the United Kingdom will be subject to applicable European Union laws and regulations. The negotiation and implementation of the political, economic and legal framework may extend beyond the Transition Period and lead to continued uncertainty and periods of volatility in both the United Kingdom and wider European markets throughout the Transition Period and beyond. The terms of the future relationship may cause continued uncertainty in the global financial markets, and adversely affect the performance of the Fund. Volatility resulting from this uncertainty may mean that the returns of the Fund's investments are adversely affected by market movements, potential decline in the value of the pound sterling and/or Euro, and any downgrading of the United Kingdom sovereign credit rating. This may also make it more difficult, or more expensive, for the Fund to execute prudent currency hedging policies.

Certain Risks Associated with Allocating Assets to Fund Investments

Competition. The identification of attractive investment opportunities is difficult and involves a high degree of uncertainty. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of opportunities available and adversely affecting the Fund's ability to make certain investments or the terms upon which investments can be made.

Limitations on Potential Investments. The Investment Guidelines will restrict the universe of investments that the Investment Adviser may select for the Fund and may prevent the Investment Adviser from selecting certain Fund Investments for the Fund that the Investment Adviser would otherwise have selected. Client Accounts may have similar investment objectives to that of the Fund and may invest in potential Fund Investments. The investment performance of the Fund and any such Client Accounts may vary significantly as a result of different investments and/or different investment allocations made by the Fund due to the Investment Guidelines.

Investors Will Not Have any Direct Interest in Investments. The offering of interests in the Fund does not constitute a direct or indirect offering of interests in the Investments held by the Fund. Investors will not be limited partners in investment vehicles underlying the Fund or equity holders in Investments held by the Fund, will have no direct interest in such Investments and generally will have no voting rights in such Investments or standing or recourse against any of such Investments. Moreover, none of the Investors will have the right to participate in the control, management or operations of any of such Investments, or have any discretion over the management of any of such Investments by reason of their investment in the Fund.

Follow-On Investments. The Fund may be called upon or may find it desirable to make Follow-On Investments to increase its investments in certain companies or to make investments that help preserve, protect or enhance the value of an existing investment in a company. There can be no assurance that the Fund will determine to make Follow-On Investments or that the Fund will have sufficient funds to do so. Any decision not to make a Follow-On Investment or the inability to make one could potentially have a substantial negative impact on a Portfolio Investment. Moreover, to the extent that the Fund does not make a Follow-On Investment in a Portfolio Investment, such Portfolio Investment may seek capital from other investors. Any such arrangements with other investors could rank senior to, and/or cause the dilution of, the investment of the Fund.

Risks Relating to Closed-Ended Funds

If the Fund is a closed-ended fund, prospective Investors should note that the Interests are, and the Fund's investments are expected to be, illiquid and subject to significant restrictions on transfer and investors should be aware that, as Limited Partners, they may be required to bear the risks associated with an investment in the Fund for an indefinite period of time.

Lack of Operating History. Each of the Fund Vehicles and certain other affiliated entities are recently formed entities or will be newly formed entities which have not commenced operations and therefore have no operating history upon which prospective investors may evaluate their performance. While the Manager and the Manager's investment professionals may have experience managing funds and other accounts that have pursued investment strategies similar to that of the Fund, those funds and accounts and any results of their investments are not indicative of the results of this Fund's investments and may differ materially from the returns of the Fund. Moreover, the Fund is subject to all of the business risks and uncertainties associated with any new fund, including the risk that it will not achieve its investment objective and that the value of an Interest in the Fund could decline substantially. Past activities are not indicative of future results and therefore the past activities of the Manager or other investment entities associated with BlackRock or any predecessor funds provide no assurance of the future success of the Fund. Accordingly, prospective investors should draw no conclusions from any prior performance and should not expect the Fund to achieve similar returns.

Defaults by Limited Partners. The consequences of defaulting on a capital call are material and adverse to the defaulting Limited Partner. If a Limited Partner fails to contribute any portion of its Capital Commitment upon a call by the General Partner, such Limited Partner will be subject to a number of remedies which may be available to the General Partner, including an immediate reduction of its capital account, loss of the right to receive distributions and to vote, forced sale of its interest to a third-party at a price determined by the General Partner and the incurrence of liability for all costs, expenses and/or damages resulting from its failure to contribute such capital.

Shortfalls from Excluded or Defaulting Limited Partners. If any Limited Partner is excluded from making all or a portion of any Capital Contribution in respect of a Portfolio Investment or defaults on its obligation to make such a Capital Contribution, the General Partner may (i) increase pro rata in accordance with Capital Commitments or Available Capital Commitments, in the General Partner's discretion, the required Capital Contribution of each participating Limited Partner; *provided, however,* that no Limited Partner will be required to increase its Available Capital Commitment to the Fund; (ii) permit non-defaulting Limited Partners to fund such shortfall outside their Capital Commitments; (iii) admit one or more New Commitment Partners (whose admission will be treated as if the date of such admission were a Discretionary Subsequent Closing, which may take place at any time, including following the Offering Period; *provided* that any such New

Commitment Partners' aggregate Capital Commitments may not exceed the excluded of defaulting Limited Partner's Available Capital Commitment; (iv) obtain the agreement of any person (including the General Partner or its affiliates) to fund amounts in respect of such shortfall; (v) borrow funds; or (vi) take any other action available in law or equity as the General Partner in good faith deems prudent. If a General Partner elects to have the other Limited Partners cover the shortfall, such Limited Partners will have an increased share in the applicable Portfolio Investment in proportion to their respective Capital Commitments, and any risks associated with such Portfolio Investment will be exacerbated for such Limited Partners. In addition, if a Limited Partner is excluded from making all or a portion of any Capital Contribution in respect of a Portfolio Investment or defaults on its obligation to make such a Capital Contribution, the Fund will have less capital to invest than would otherwise be the case, which may reduce the diversification of the Fund's investments.

Capital Call Defaults; Exclusion from Investments. If a Limited Partner fails to make a Capital Contribution when due and the contributions, if any, made by non-defaulting partners are inadequate to cover the defaulted Capital Contributions, the Fund may be unable to pay its obligations when due. As a result, the Fund may be subjected to significant penalties that could materially adversely affect the returns to the non-defaulting Partners. A Limited Partner may be excluded from participating in any investment if the General Partner determines that such participation might have a material adverse effect on any Fund, any Portfolio Investment, any Partner, the Manager, BlackRock or any of their respective affiliates, including if such participation would be likely to result in a violation of applicable law or regulation or the imposition of a material filing, tax, regulatory or other similar burden.

Dilutions from Subsequent Closings. Limited Partners subscribing for Interests at Subsequent Closings are expected to participate in existing investments of the Fund, diluting the interest of existing Limited Partners therein. Although such Limited Partners will contribute their *pro rata* share of previously made Fund drawdowns (plus an additional amount thereon), there can be no assurance, in the event that the Fund's assets have appreciated, that this payment will reflect the fair value of the Fund's existing investments at the time such new Limited Partners subscribe for Interests.

Rebalancing Transactions. As soon as practicable after each Subsequent Closing, the Manager expects to cause the existing Portfolio Investments to be rebalanced among the Funds. In a rebalancing transaction, in most circumstances the transferee Fund will pay the transferor Fund consideration for the transferred assets equal to the amounts contributed by any new Limited Partners of the transferee Fund in respect of such Portfolio Investments (plus an additional amount thereon). For the transferor Fund, there can be no assurance that this payment will equal or exceed the full value of the transferred assets. Conversely, for the transferee Fund, there can be no assurance that the value of the transferred assets will equal or exceed the consideration. In certain situations, rebalancing among the Funds could result in U.S. federal income and state and local and/or withholding taxes and potentially non-U.S. taxes.

Right to Re-draw Capital. In certain circumstances set forth in the Governing Documents, such as the General Partners' right to recall distributions or return unused capital to the Limited Partners, during the term of the Fund, Limited Partners may be required to make aggregate Capital Contributions in excess of their Capital Commitment and, to the extent such recalled or retained amounts are reinvested, a Limited Partner will remain subject to investment and other risks associated with such investments.

Use of Alternative Investment Vehicles. Alternative investment vehicles may involve additional costs and expenses, as well as additional reporting obligations, which may adversely affect the Fund's overall performance. Investors will bear the incremental costs (including taxes, if any) of any alternative investment vehicles to which they contribute capital. In addition, the Manager will be entitled to the Management Fee as if there were no such taxes. Regardless of the terms of any alternative investment vehicles, applicable tax or regulatory authorities may not consider the identity of the alternative investment vehicles to be separate from that of the Fund Vehicles, in which case, the proposed benefits associated with establishing an alternative investment vehicle may not be realized. In addition, if so determined by the Investment Adviser, the economic performance of any alternative investment vehicles may not be integrated with those of the Fund.

Investments Longer than Term. It is expected that the Fund will invest in investments which may not be advantageously disposed of prior to the date that the Fund commences dissolution, either by expiration of its term or otherwise. Although the General Partner expects that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, the Fund could potentially have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of its dissolution. In addition, the dissolution of the Fund may be delayed to permit the Fund to dispose of Portfolio Investments at an advantageous time.

Mandatory Withdrawal. Pursuant to the Governing Documents, the General Partner may require the sale, transfer or other disposition in whole or in part of any Limited Partner's Interest or otherwise cause the withdrawal of any Limited Partner (or reduce or cancel the Capital Commitment or available Capital Commitment of such Limited Partner).

Varying Management Fee Rates and Available Capital Commitments. The General Partners may waive or reduce the Management Fee with respect to any Limited Partner. These varying Management Fee rates will cause the available Capital Commitments of the Limited Partners to decrease at differing rates, and may result in certain Limited Partners having an available Capital Commitment of zero while other Limited Partners still have positive available Capital Commitments. In such a scenario, the General Partners may decide to make no further Investments, with the result that a portion of certain Limited Partners' Capital Contributions may not be invested, or alternatively, the General Partners may continue to make Investments with the result that Limited Partners participate in Investments in different proportions relative to other Investments or that certain Limited Partners do not participate at all in certain Investments.

Risks Relating to Open-Ended Funds

If the Fund is an open-ended fund, prospective Investors should note the following risks factors that may be applicable to an investment in the Fund. [Internal note: Risks to be further built out based on BAA/hedge funds]

Risks Related to the Fund's Investment Program

Investment and Trading Risks. All investments in securities and other financial instruments risk the loss, including the complete loss, of capital. To the extent permitted by the Governing Documents, the Fund's investment program may utilize investment techniques with significant risk characteristics, including risks arising from leverage, margin transactions, short sales, swaps, options on securities and forward contracts, volatility of the credit, fixed income, equity, commodity, currency and other financial markets, the risk of loss from counterparty defaults and the risks of borrowing, including for purposes of making investments, and risks associated with

making investments outside the United States. These investment techniques may, in certain circumstances, increase the adverse impact to which the Fund may be subject.

Liabilities Resulting from Ownership of Investments. To the extent permitted by the Governing Documents, the Fund may take ownership positions in Portfolio Investments that could expose it to risk of liability for environmental damage, product defect, failure to supervise management, violation of governmental regulations and other types of liability, in which the limited liability characteristic of business entities may be ignored. If these liabilities were to occur, the Fund could suffer losses in its investments. The Fund may also be exposed to risk in connection with the disposition of Portfolio Investments. When disposing of Portfolio Investments, the Fund may be required to make representations and warranties about the business and financial affairs of the Portfolio Investments typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities law. The Fund may also be required to indemnify the purchasers of Portfolio Investments or underwriters to the extent that any such representations and warranties or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in contingent liabilities, which will be borne by the Fund.

Risk of Minority Positions; Investments with Third Parties in Funds and Other Entities. To the extent permitted by the Governing Documents, the Fund may hold minority positions in Portfolio Investments. While the Fund will seek to get the appropriate governance and exit rights at the time of investment, there may be instances in which the Fund may not be able to exercise control over such Portfolio Investments. In addition, in certain situations, including where the businesses are in bankruptcy or undergoing a reorganization, minority investors may be subject to the decisions taken by majority investors, and the outcome of the Fund's investment may depend on such majority controlled decisions, which decisions may not be consistent with the Fund's objectives.

The Fund may co-invest with third parties through consortiums of private equity investors, joint ventures or other similar arrangements. Such Portfolio Investments may involve risks in connection with such third-party involvement, including the possibility that a third-party co-venturer may have financial, legal or regulatory difficulties, resulting in a negative impact on such Investment, may have economic or business interests or goals which are inconsistent with those of the Fund, or may be in a position to take (or block) action in a manner contrary to the Fund's investment objectives, or the increased possibility of default by, diminished liquidity or insolvency of, the third-party, due to a sustained or general economic downturn. In addition, the Fund may in certain circumstances be liable for the actions of its third-party partners or co-venturers. Investments made with third parties in joint ventures or other entities may involve incentive compensation and fees payable to such third-party partners or co-investors (in addition to the Management Fee and Carried Interest), which would reduce the Fund's returns with respect to such Investments.

Risks Relating to Due Diligence of and Conduct at Portfolio Companies. Before making Investments, the General Partner and/or the Manager will typically conduct due diligence that they deem reasonable and appropriate based on the facts and circumstances applicable to each Investment. Due diligence may entail evaluation of important and complex business, financial, tax, accounting, environmental and legal issues. Investment analyses and decisions by the Manager may be undertaken on an expedited basis in order for the Fund to take advantage of available investment opportunities. In such cases, the information available to the Manager at the time the Fund makes an investment may be limited, and the Manager may not have access to the detailed information regarding the investment opportunity, in each case, to an extent that may

not otherwise be the case had the Manager been afforded more time to evaluate the investment opportunity. There may also be other reasons that the information available to the Manager prior to the Fund making an investment may be less than is generally the case. Therefore, no assurance can be given that the Manager will have knowledge of all circumstances that may materially and adversely affect a Portfolio Investment. Further, the Fund may conduct its due diligence activities in a very brief period and may assume the risks of obtaining certain consents or waivers under contractual obligations. When conducting due diligence and making an assessment regarding an Investment, the General Partner, the AIFM and/or the Manager may rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. For example, outside consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of Investment. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to the General Partner's, the AIFM's and/or the Manager's reduced control of the functions that are outsourced. The due diligence investigation that the General Partner, the AIFM and/or the Manager carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation may not necessarily result in the Portfolio Investment being successful. There can be no assurance that attempts to provide downside protection with respect to Portfolio Investment will achieve their desired effect and potential investors should regard an investment in the Fund as being speculative and having a high degree of risk.

There can be no assurance that the Fund will be able to detect or prevent irregular accounting, employee misconduct or other fraudulent practices during the due diligence phase or during its efforts to monitor the investment on an ongoing basis. In the event of fraud by any Portfolio Investment or any of its affiliates, the Fund may suffer a partial or total loss of capital invested in that Portfolio Investment. An additional concern is the possibility of material misrepresentation or omission on the part of the Portfolio Investment or the seller. Such inaccuracy or incompleteness may materially and adversely affect the value of the Fund's securities and/or instruments in such Portfolio Investment. The Fund will rely upon the accuracy and completeness of representations made by Portfolio Investments and/or their former owners in the due diligence process to the extent reasonable when it makes its investments, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Availability of Insurance against Certain Catastrophic Losses. Certain losses of a catastrophic nature, such as wars, earthquakes, typhoons, terrorist attacks or other similar events, may be either uninsurable or insurable at such high rates that to maintain such coverage would cause an adverse impact on the Fund, and, as a result, all Investments may not be insured against certain catastrophic events. If a major uninsured loss occurs, the Fund could lose both invested capital in and anticipated profits from the affected Investments.

Acquisition Structures. To the extent permitted by the Governing Documents, it is anticipated that the Fund will invest in Portfolio Investments located in various jurisdictions and such investment may be made through special purpose acquisition structures. To receive the intended benefits of investing through these structures, the Fund may have to manage the structures to meet certain criteria or operate them in a prescribed way. If the Fund is deemed to not meet these criteria or to not operate the structure in the prescribed manner, the Fund could become subject to adverse consequences such as adverse increased local taxes.

Provision of Managerial Assistance. To the extent permitted by the Governing Documents, the Fund may obtain rights to participate substantially in and to influence substantially the conduct of the management of the companies in which it invests. The Fund may designate directors (and non-executive chairmen) to serve on the boards of directors or other comparable governing bodies of such companies. The designation of directors and other measures contemplated could expose the assets of the Fund to claims by a company in which it invests, its security holders and its creditors. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability generally not applicable to legal entities with limited liability. If these liabilities were to occur, the Fund could suffer losses in its investments. While the General Partner intends to manage the Fund in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded. As the Fund may be deemed to control the companies in which it invests, and as directors of such companies may be nominated and elected by the Fund, the Fund may be deemed a fiduciary with respect to such companies and their shareholders as a whole, and, therefore, the Fund's ability to act solely in the Fund's own interest with respect to such companies may be limited. In addition, the Fund may be exposed to claims by other shareholders, including derivative claims and class action suits, seeking compensatory damages as well as injunctive relief. While the Fund expects to conduct business in such a manner as to fully honor any such fiduciary obligations, such claims (even if without merit) may cost time and money, and potentially could delay or otherwise interfere with business plans of the Fund with respect to each underlying company.

Bankruptcy. One or more Portfolio Investments may become involved in bankruptcy or similar proceedings. Such proceedings involve significant risks as many events in bankruptcy are beyond the control of the equity holders and creditors, and there can be no assurance that a bankruptcy court would not approve actions that would be contrary to the interests of the Fund. In addition, in the event of a bankruptcy of a Portfolio Investment, there is significant risk that the Fund, as an equity holder, could have its investment completely lost given the priority of payment given to creditors. As a result of a bankruptcy filing, a company may lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. Additionally, the recoveries received by creditors and equity holders, if any, in bankruptcy can be adversely affected by the administrative costs of the bankruptcy proceeding, which, in many countries, are frequently high and paid out of the debtor's estate prior to any recovery to creditors and equity holders, and by any delays resulting from the negotiation, approval, confirmation or implementation of the plan of reorganization. Moreover, it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made and certain claims that have priority by law (for example, claims for taxes) may be significant. Lastly, if the proceeding is converted to a liquidation, the liquidation value of the asset may not equal the liquidation value that was believed to exist at the time of the investment. In addition, bankruptcy laws in non-U.S. jurisdictions may differ from U.S. bankruptcy laws and may introduce additional risks to the Fund and its investment program.

Risks Associated with Geography of Investments. To the extent permitted by the Governing Documents, the Fund may also invest in non-OECD countries. Investments in certain countries, particularly emerging market countries, pose currency exchange risks (including devaluation, non-exchangeability and repatriation of capital) as well as a range of political and other potential risks which could include, depending on the country involved, expropriation, confiscatory taxation, or the imposition of non-U.S. taxes, including withholding tax, on income and gains recognized with respect to investments, political or social instability, illiquidity, price volatility, market manipulation and imposing limits on usurious interest rates and subjecting lenders to liability for inappropriate lending. In addition, less information may be available regarding non-OECD

investments, and non-OECD companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of OECD companies. Transaction costs of investing outside the OECD are generally higher than in the OECD. There is generally less government supervision and regulation of exchanges, brokers and funds outside the OECD than there is in the OECD. Non-OECD investments pose certain legal risks, including that (i) laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation, (ii) both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries, and (iii) the Fund may encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in non-OECD courts. Non-OECD markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Fund's performance. Greater tax risks and complexities may also be associated with these investments.

Inflation Risk. If a Portfolio Investment is unable to increase its revenue in times of higher inflation, its profitability may be materially and adversely affected. Many of the Fund's Portfolio Investments may have revenues linked to some extent to inflation, including, without limitation, by government regulations and contractual arrangement. As inflation rises, a Portfolio Investment may earn more revenue, but may incur higher expenses. As inflation declines, a Portfolio Investment may not be able to reduce expenses commensurate with any resulting reduction in revenue. Many infrastructure businesses rely on concessions to mitigate the inflation risk to cash flows through escalation provisions linked to the inflation rate. While these provisions may protect against certain risks, they do not protect against the risk of a rise in real interest rates, which is likely to create higher financing costs and may reduce the amount of levered, after-tax cash flow generated by an Investment.

[Private Equity Risks]

[Private Credit Risks]

[Fund-of-Fund Risks]

[Real Assets Risks]

[Hedge Fund Risks]

POTENTIAL CONFLICTS OF INTEREST

Potential conflicts of interest exist in the structure and operation of the Fund's business and should be considered carefully before investing.

As a global provider of investment management, risk management and advisory services to institutional and retail clients, BlackRock, the Investment Adviser and their respective affiliates (for purposes of this discussion of potential conflicts, the "*BlackRock Entities*"), engage in a broad spectrum of activities, including sponsoring and managing a variety of public and private investment funds, funds of funds and separate accounts across fixed income, liquidity, equity, alternative investment and real estate strategies; providing financial advisory services; providing technology infrastructure and analytics under the BlackRock Solutions® brand and engaging in certain broker-dealer activities and other activities. Although the relationships and activities of the BlackRock Entities should help enable these entities to offer attractive opportunities and service to the Fund, such relationships and activities create certain inherent actual and potential conflicts of interest. In the ordinary course of business, the BlackRock Entities engage in activities where their interests or the interests of their clients may conflict with the interests of the Fund, certain Investors or a group of Investors, or the Fund's investments. The following discussion enumerates certain potential and actual conflicts of interest. By acquiring Interests and by agreeing in its Subscription Agreement to be bound by the terms of the Governing Documents, each Investor will be deemed to have acknowledged the existence of such actual and potential conflicts of interest and to have waived any claims with respect to the existence of such conflicts of interest.

Conflicts between the Fund and Other Client Accounts

Allocation of Investment Opportunities. The BlackRock Entities manage and advise numerous accounts for clients around the world, such as registered and unregistered funds and owners of separately managed accounts (collectively, "*Client Accounts*"). Client Accounts include Parallel Accounts and funds and accounts in which the BlackRock Entities or their personnel have an interest ("*BlackRock Accounts*"). Certain of these Client Accounts may have investment objectives, and may utilize investment strategies, that are similar to the Fund's. As a result, certain investments may be appropriate for the Fund and also for other Client Accounts, including based on legal, tax or regulatory considerations. The BlackRock Entities' allocation of investment opportunities among various Client Accounts presents inherent potential and actual conflicts of interest, particularly where an investment opportunity is limited. These potential conflicts may be exacerbated in situations where BlackRock is entitled to higher fees and incentive compensation from certain Client Accounts than from other Client Accounts (including the Fund), where the portfolio managers making an allocation decision are entitled to an incentive fee, carried interest or other similar compensation from such other Client Accounts, or where there are differences in proprietary investments in the Fund and Client Accounts. Registered investment companies, for example, generally pay management fees based on a fixed percentage of assets under management and separate accounts and private investment funds often have more varied fee structures, including a combination of asset-based and performance-based compensation or wrap fees that may be higher than the compensation structure of the Fund. The prospect of achieving higher compensation or greater investment return from another private investment fund or separate account than from the Fund may provide incentives for the Investment Adviser or other BlackRock Entities to favor the other private investment fund or separate account over the Fund when, for example, allocating investment opportunities that the Investment Adviser believes could result in favorable performance. It is the policy of BlackRock not to make decisions based on the foregoing interests or greater fees or compensation.

To address these actual and potential conflicts, BlackRock has developed an Investment Allocation Policy and related guidelines. In addition, certain BlackRock Entities, including the Investment Adviser, have supplemental allocation policies for making allocation decisions among Client Accounts managed by such BlackRock Entities (together with the Investment Allocation Policy and related guidelines, the “*Allocation Policy*”). The Allocation Policy is intended to ensure that investment opportunities are allocated fairly and consistently among Client Accounts over time, taking into account various factors including the Client Account’s investment objective, guidelines and restrictions, available cash, portfolio construction and regulatory considerations, contractual restrictions and liquidity needs. The BlackRock Entities reserve the right to allocate investment opportunities appropriate for the investment objectives of the Fund and other Client Accounts in any other manner deemed fair and equitable by the BlackRock Entities consistent with the Allocation Policy and applicable law. The application of the Allocation Policy and the foregoing considerations may result in a particular Client Account, including the Fund, not receiving an allocation of an investment opportunity that has been allocated to other Client Accounts following the same or similar strategy, or receiving a smaller allocation than other Client Accounts. Furthermore, as the investment programs of the Fund and the other applicable Client Accounts change and develop over time, additional issues and considerations may affect the Allocation Policy and the expectations of the BlackRock Entities with respect to the allocation of investment opportunities to the Fund and other Client Accounts. BlackRock and the Investment Adviser may change the Allocation Policy and guidelines relating thereto from time to time without the consent of or notice to the Investors.

As a general matter, it is expected that each Client Account, including the Fund, will participate only in investments sourced by the investment personnel directly responsible for managing the Client Account, though investments sourced by such personnel may also be allocated to other Client Accounts that may be managed by other investment teams. While the investment program of the Fund and certain other Client Accounts permit the making of investments sourced by investment personnel not directly responsible for managing the Client Account, the Fund and such other Client Accounts have no right or entitlement to receive an allocation of any such investment opportunity.

As noted above, certain BlackRock Entities and business units have supplemental allocation policies for making allocation decisions among Client Accounts managed by such BlackRock Entities or business units. Pursuant to these supplemental policies, certain Client Accounts may be given priority with respect to investments in a certain country or region, including with respect to investments that may be appropriate for the Fund. As a result, there may be situations where the Fund does not participate in certain investments that fit within its strategy to the fullest extent otherwise possible or at all.

In certain circumstances, subject to the Allocation Policy, the Investment Adviser may, in its discretion, provide co-investment opportunities to investors in Client Accounts, including Investors, on terms determined by the Investment Adviser and without notice to the Investors. To the extent such co-investment opportunities are offered to the Fund and other investors, it may present inherent conflicts of interest between the interests of the Fund and the co-investors.

Side-by-side management by the BlackRock Entities of the Fund and Client Accounts may also raise other potential and actual conflicts of interest, including those associated with allocating expenses attributable to the Fund and one or more other Client Accounts, management time, services and functions among the Fund and such Client Accounts. The Investment Adviser and its affiliates will attempt to make such allocations on a basis that they consider to be fair and equitable.

Activities of Other Client Accounts. The BlackRock Entities may be actively engaged in transactions on behalf of other Client Accounts in the same investments, securities, derivatives and other instruments in which the Fund may directly or indirectly invest. Trading for certain other Client Accounts is carried out without reference to positions held directly or indirectly by the Fund and may have an effect on the value or liquidity of the positions so held or may result in another Client Account having an interest in an issuer adverse to that of the Fund.

Under certain circumstances, the Fund may invest directly or indirectly in a transaction in which one or more other Client Accounts are expected, or seek, to participate or already have made, or concurrently will make or seek to make, an investment. The Fund and the other Client Accounts may have conflicting interests and objectives in connection with such investments, including with respect to views on the operations or activities of the project or company involved, the targeted returns from the investment and the timeframe for, and method of, exiting the investment. For example, the Investment Adviser's decisions on behalf of other Client Accounts to sell, redeem from or otherwise liquidate a security in which the Fund is invested may adversely affect the Fund, including by causing such investment to be less liquid or more concentrated, or by causing the Fund to no longer participate in a controlling position in the investment or to lose the benefit of certain negotiated terms, including, without limitation, fee discounts. Conflicts will also arise in cases where the Fund, directly or indirectly, and other Client Accounts invest in different parts of an issuer's capital structure, including circumstances in which one or more Client Accounts may own private securities or obligations of an issuer and other Client Accounts may own public securities of the same issuer. If an issuer in which the Fund, directly or indirectly, and one or more other Client Accounts hold different classes of securities (or other assets, instruments or obligations issued by such issuer) encounters financial problems, decisions over the terms of any workout will raise potential conflicts of interests (including, for example, conflicts over proposed waivers and amendments to debt covenants). As a result, one or more Client Accounts may pursue or enforce rights with respect to a particular issuer in which the Fund has directly or indirectly invested, and those activities may have an adverse effect on the Fund. For example, if a Client Account holds debt securities of an issuer and the Fund directly or indirectly holds equity securities of the same issuer, then, if the issuer experiences financial or operational challenges, the Client Account that holds the debt securities may seek a liquidation of the issuer in which it may be paid in full, whereas the Fund, as a direct or indirect equity holder, might prefer a reorganization that holds the potential to create value for the equity holders. In the event of an insolvency, bankruptcy or similar proceeding of an issuer, the Fund may be limited (by applicable law, courts or otherwise) in the positions or actions it may be permitted to take due to other interests held or actions or positions taken by other Client Accounts. In negotiating the terms and conditions of any such investments, or any subsequent amendments or waivers, the Investment Adviser and the other BlackRock Entities may find that their own interests, the interests of the Fund and/or the interests of one or more other Client Accounts could conflict. Any of the foregoing conflicts of interest will be discussed and resolved on a case-by-case basis by employees of the Investment Adviser and its affiliates. Any such discussions will take into consideration the interests of the relevant parties, the circumstances giving rise to the conflict and applicable laws. Investors should be aware that conflicts will not necessarily be resolved in favor of the Fund and that the Fund could be adversely affected by the actions taken by BlackRock Entities on behalf of Client Accounts.

In order to avoid or reduce the conflicts that may arise in cases where the Fund, directly or indirectly, and other Client Accounts invest in different parts of an issuer's capital structure, or for other reasons, the Fund may choose not to invest in issuers in which other Client Accounts hold an existing investment (and BlackRock may grant one or more other Client Accounts holding such investment the right to prohibit the Fund from making such investment), even if the Investment Adviser believes such investment opportunity to be attractive and otherwise

appropriate for the Fund, which may adversely affect the performance of the Fund. For example, BlackRock has agreed with a certain other Client Account that if such other Client Account holds a debt investment in certain types of issuers, other Client Accounts, including the Fund, will not invest in equity or mezzanine securities of such issuer without the consent of such Client Account (which the Client Account is under no obligation to grant) and BlackRock may enter into similar such agreements in the future. The inability of the Fund to make such investments as a result of rights BlackRock has granted Client Accounts may have a material adverse effect on the performance of the Fund.

Other transactions by one or more Client Accounts also may have the effect of diluting the values or prices of investments held directly or indirectly by the Fund or otherwise disadvantaging the Fund. This may occur when portfolio decisions regarding the Fund are based on research or other information that is also used to support portfolio decisions for other Client Accounts. When a BlackRock Entity implements a portfolio decision or strategy on behalf of a Client Account other than the Fund ahead of, or contemporaneously with, similar portfolio decisions or strategies for the Fund (whether or not the portfolio decisions emanate from the same research analysis or other information), market impact, liquidity constraints or other factors could result in the Fund receiving less favorable investment results, and the cost of implementing such portfolio decisions or strategies for the Fund could increase, or the Fund could otherwise be disadvantaged.

The BlackRock Entities may also, in certain circumstances, pursue or enforce rights or take other actions with respect to a particular issuer or investment jointly on behalf of the Fund and other Client Accounts. Once the Fund and other Client Accounts are so joined, the Fund may be adversely impacted by the other Client Accounts' activities, and transactions for the Fund may be impaired or effected at prices or terms that may be less favorable than would otherwise have been the case had the other Client Accounts not pursued a particular course of action with respect to the issuer or investment. For example, one Client Account may dispose of or make an in kind distribution of its portion of an investment that is jointly held on behalf of the Fund, such Client Account and other Client Accounts, and such action may adversely affect the Fund and such other Client Accounts that continue to hold such investment.

Conflicts may also arise because portfolio decisions made by the Investment Adviser on behalf of the Fund may benefit other BlackRock Entities or Client Accounts, including BlackRock Accounts. For example, the Fund may invest directly or indirectly in Investments, or the securities, bank loans or other obligations of issuers, affiliated with BlackRock, or in which a Client Account has an equity, debt or other interest. In addition, the Fund may engage in investment transactions that may result in other Client Accounts being relieved of obligations or otherwise divesting of investments that the Fund also holds or which cause the Fund to have to divest certain investments. The purchase, holding and sale of investments by the Fund may enhance the profitability of another Client Account's own investments in and activities with respect to such investments.

Without limiting the generality of the foregoing, the Fund may invest, directly or indirectly, in equity of investments or issuers affiliated with BlackRock Entities or in which a BlackRock Entity or a Client Account has a direct or indirect debt or other interest, and may acquire such equity either directly or indirectly through public or private acquisitions. Such investments may benefit the BlackRock Entities or Client Accounts. In addition, the Investment Adviser may be incentivized not to undertake certain actions on behalf of the Fund in connection with such investments, in view of a BlackRock Entity's or Client Account's involvement with the relevant issuer or investment.

Transactions Between Client Accounts. Each of the BlackRock Entities and the Investment Adviser may conduct cross trades between the Fund and other Client Accounts, including Parallel Accounts, in accordance with applicable legal and regulatory requirements. The Investment Adviser may cause the Fund to purchase securities or other assets from or sell securities or other assets to, or engage in other transactions (including entering into derivative contracts) with, other Client Accounts or vehicles when the Investment Adviser believes such transactions are appropriate and in the best interests of the Fund. If the Investment Adviser wishes to reduce the investment of one or more of such Client Accounts in a security or other asset and increase the investment of other Client Accounts in such security or other asset, it may effect such transactions by directing the legal transfer of the securities or other assets between Client Accounts (including the Fund) directly or by transferring the economic return of the securities or other assets between Client Accounts (including the Fund) through swaps, participation agreements or other derivatives.

In addition, the Fund may enter into “agency cross transactions,” in which a BlackRock Entity may act as broker for the Fund and for the other party to the transaction, to the extent permitted under applicable law. In such cases, the Investment Adviser and such affiliate may have a potentially conflicting division of loyalties and responsibilities regarding both parties to the transaction. The authority of the Investment Adviser to conduct such agency cross-transactions is subject to the right of the Investors to revoke such authority by the affirmative vote of a majority of those Investors who are not directly or indirectly affiliated with the Investment Adviser, voting as a single class. To the extent that any provision of Section 11(a) of the Exchange Act or any of the rules promulgated thereunder is applicable to any transactions effected by the Investment Adviser, such transactions will be effected in accordance with the requirements of such provisions and rules.

Proxy Voting. The Investment Adviser has discretion with respect to all voting and consent rights of the assets of the Fund. Consistent with applicable rules under the Advisers Act, BlackRock has adopted and implemented written proxy voting policies and procedures with respect to individual securities held by the Fund that are reasonably designed: (i) to ensure that proxies are voted, consistent with its fiduciary obligations, in the best interests of clients; and (ii) to prevent conflicts of interest from influencing proxy voting decisions made on behalf of clients. Nevertheless, when votes are cast in accordance with BlackRock’s proxy voting policy and in a manner that BlackRock believes to be consistent with its fiduciary obligations, actual proxy voting decisions made on behalf of one Client Account may have the effect of favoring or harming the interests of other Client Accounts, including the Fund. Investors may receive a copy of BlackRock’s proxy voting policy, upon request, and may also obtain a copy at: <http://www.blackrock.com/corporate/en-us/about-us/responsible-investment/responsible-investment-reports>.

In addition, the Investment Adviser has policies and procedures related to the voting of proxies on behalf of the Fund and other Client Accounts (the “*Proxy Policies and Procedures*”).

Principal Transactions. A BlackRock Entity may enter into “principal transactions” with the Fund within the meaning of Section 206(3) of the Advisers Act in which such BlackRock Entity acts as principal for its own account with respect to the sale of a security or other asset to, or purchase of a security or other asset from, the Fund. Principal transactions will be completed in compliance with applicable law. In analyzing such principal transactions, the Investment Adviser will have a conflict between acting in the best interests of the Fund and assisting itself or its affiliates by selling or purchasing a particular security. The Investment Adviser may cause the Fund to purchase securities or other assets from or sell securities or other assets to, or engage in other transactions (including entering into derivative contracts) with, other clients or

vehicles when the Investment Adviser believes such transactions are appropriate and in the best interests of the Fund. If the Investment Adviser wishes to reduce the investment of one or more of such funds in a security or other asset and increase the investment of other funds in such security or other asset, it may effect such transactions by directing the legal transfer of the securities or other assets between funds directly or by transferring the economic return of the securities or other assets between funds through swaps or other derivatives.

Agreements with Other Clients. The investment terms offered to other Client Accounts or to investors in other Client Accounts (including commingled investment vehicles or dedicated funds managed by the Investment Adviser or an affiliate) with similar investment objectives as the Fund may be different than those offered to Investors and may create conflicts. In particular, with respect to investors in other Client Accounts that are managed as dedicated funds or with respect to other Client Accounts investing through separate accounts with similar investment objectives to the Fund, information sharing may be more extensive, detailed and timely as compared to information available to Investors, and the other Client Accounts' liquidity may not be subject to the restrictions that otherwise apply to the Investors. These differences could result in, among other things, other Client Accounts selling or withdrawing from securities or other investments in which the Fund is invested in advance of the Fund or otherwise adversely affecting the Fund.

Decisions Made and Actions Taken by the Investment Adviser may Raise Potential Conflicts of Interest

Management of the Fund. In connection with the management of the Fund, the Investment Adviser will have the right to make certain determinations on behalf of the Fund, in its discretion. For example, the Investment Adviser may determine from time to time, in its discretion, to make a distribution in kind to certain or all Investors, segregate assets, or set reserves for contingent liabilities, in each case subject to the terms of the Fund's governing documents. Any such determinations may affect Investors differently and some Investors may be adversely affected by such determinations by the Investment Adviser. Investors may be situated differently in a number of ways, including being resident of, or organized in, various jurisdictions, being subject to different tax rules or regulatory structures and/or having different internally- or externally-imposed investment policies, restrictions or guidelines. As a result, conflicts of interest may arise in connection with decisions made by BlackRock that may be more beneficial for certain Investors. In making determinations on behalf of the Fund, the Investment Adviser intends to consider the investment objectives of the Fund as a whole, not the investment or other objectives of any Investor individually. In particular, BlackRock Entities may be invested in the Fund, and actions taken or decisions made by the Investment Adviser could benefit such BlackRock Entities or could adversely affect other Investors. BlackRock Entities that are invested in the Fund will consider the investment and other objectives of such BlackRock Entities, not the interests of the Fund when making decisions related to such investment in the Fund, such as decisions to redeem or otherwise dispose of such investment.

Subject to applicable law and contractual duties to clients, BlackRock Entities, including the Investment Adviser, may from time to time, and without notice to the Fund or Investors, in-source or outsource to third-parties, including parties which are affiliated with BlackRock, certain processes or functions in connection with a variety of services that they provide to the Fund in their administrative or other capacities. Such in-sourcing or outsourcing may give rise to potential conflicts of interest.

Information Advantage of Certain BlackRock Clients. As a result of receiving client reports or otherwise, one or more BlackRock clients may have access to different information regarding the BlackRock Entities' transactions, strategies or views, and may act on such information in

accounts not controlled by the BlackRock Entities, which may have a material adverse effect on the performance of the Fund. The Fund and its investments may also be adversely affected by market movements or by decreases in the pool of available securities or liquidity arising from purchases and sales by, as well as increases of capital in, and withdrawals of capital from, other Client Accounts and other accounts of BlackRock clients not controlled by BlackRock. These effects can be more pronounced in respect of investments with limited capacity and in thinly traded securities and less liquid markets.

Manager Decisions May Benefit BlackRock Entities and BlackRock Accounts. BlackRock Entities may derive ancillary benefits from certain decisions made by the Investment Adviser. While the Investment Adviser will make decisions for the Fund in accordance with its obligations to manage the Fund appropriately, the fees, allocations, compensation and other benefits to the BlackRock Entities (including benefits relating to business relationships of the BlackRock Entities) arising from those decisions may be greater as a result of certain portfolio, investment, service provider or other decisions made by the Investment Adviser for the Fund than they would have been had other decisions been made which also might have been appropriate for the Fund. For example, the Investment Adviser may make the decision to have a BlackRock Entity provide administrative or other services to the Fund instead of hiring an unaffiliated administrator or service provider; provided that such engagement is on reasonable commercial terms, as determined by the Investment Adviser in its discretion. In addition, BlackRock Entities may invest in Client Accounts and therefore may indirectly derive ancillary benefits from certain decisions made by the Investment Adviser. The Investment Adviser may also make decisions and exercise discretion with respect to the Fund that could benefit BlackRock Entities that have invested in the Fund. See “*Conflicts between the Fund and Other Client Accounts – Allocation of Investment Opportunities.*”

Temporary Investments in Cash Management Products. Subject to applicable laws, the Fund may invest, on a temporary basis, in short-term, high-grade assets or other cash management products, including SEC-registered investment funds (open-end or closed-end) or unregistered funds, including any such funds that are sponsored, managed or serviced by advisory BlackRock Entities. In connection with any of these investments, the Fund will bear all fees pertaining to the investment, including advisory, administrative or 12b-1 fees, and no portion of any fees otherwise payable by the Fund will be offset against fees payable in accordance with any of these investments (i.e., there could be “double fees” involved in making any of these investments which would not arise in connection with an Investor’s direct investment in such money market or liquidity funds, because a BlackRock Entity could receive fees with respect to both the management of the Fund, on one hand, and such cash management products, on the other). In these circumstances, as well as in other circumstances in which any BlackRock Entities receive any fees or other compensation in any form relating to the provision of services, no accounting, repayment to the Fund or offset of the Management Fee will be required.

Management Responsibilities. The employees and directors of the Investment Adviser (including the Investment Team) are not under any obligation to devote all of their professional time to the affairs of the Fund, but will devote such time and attention to the affairs of the Fund as BlackRock and the Investment Adviser respectively determine in their discretion is necessary to carry out the operations of the Fund effectively. Employees and directors of the Investment Adviser engage in other activities unrelated to the affairs of the Fund, including managing or advising other Client Accounts, which presents potential conflicts in allocating management time, services and functions among the Fund and other Client Accounts. These potential conflicts may be exacerbated in situations where employees may be entitled to greater incentive compensation or other remuneration from certain Client Accounts than from

other Client Accounts (including the Fund). See “*Conflicts between the Fund and Other Client Accounts —Allocation of Investment Opportunities.*”

The Investment Adviser, by way of a delegation of discretion to other BlackRock Entities, may utilize the personnel or services of its affiliates in a variety of ways to make available to the Fund BlackRock’s global capabilities. Although the Investment Adviser believes this practice generally is in the best interests of its clients, it is possible that conflicts with respect to allocation of investment opportunities, portfolio execution, client servicing or other matters may arise due to differences in regulatory requirements in various jurisdictions, time differences or other reasons. The Investment Adviser will seek to ameliorate any conflicts that arise and may determine not to utilize the personnel or services of a particular affiliate in circumstances where it believes the potential conflict outweighs the potential benefits.

Issues Relating to the Valuation of Assets by the Investment Adviser. While securities and other property held by the Fund generally will be valued by reference to an independent third-party source, in certain circumstances holdings may be fair valued by the Investment Adviser, as described in the Governing Documents. Moreover, a significant portion of the assets in which the Fund may directly or indirectly invest may not have a readily ascertainable market value and, subject to applicable law, may be valued by the Investment Adviser or another BlackRock Entity, in accordance with the Fund’s valuation guidelines and/or the Investment Adviser’s then current valuation policies. In the event a third party provides valuation services to the Fund, a BlackRock Entity generally would make recommendations and advise with respect to such valuation.

The Investment Adviser will value such securities and other assets in accordance with the Investment Adviser’s then current valuation policies; however, the manner in which the Investment Adviser exercises its discretion with respect to valuation decisions will impact the valuation of securities of the Fund. In addition, various divisions and units within BlackRock are required to value assets, including in connection with managing or advising other Client Accounts. These various divisions, units and affiliated entities may, but are under no obligation to, share information regarding valuation techniques and models or other information relevant to the valuation of a specific asset or category of assets. Regardless of whether or not the Investment Adviser has access to such information, to the extent the Investment Adviser values the assets held by the Fund, the Investment Adviser will value investments according to the Investment Adviser’s then current valuation policies, and may value an identical asset differently than such other divisions, units or affiliated entities. In addition, such divisions, units and affiliated entities may hold certain of the same assets that the Fund holds indirectly through investment with third-party managers, but may value such assets differently than the applicable third-party managers.

The Investment Adviser may utilize third-party vendors to perform certain functions, including valuation services, and these vendors may have interests and incentives that differ from those of Investors.

Investments by Directors, Officers and Employees of BlackRock Entities. The directors, officers and employees of BlackRock Entities may buy and sell public or private securities, commingled vehicles or other investments held by the Fund, or invest in other funds managed by third-party managers that manage investments for the Fund, for their own accounts, or accounts of their family members and in which such BlackRock Entity personnel may have a pecuniary interest, including through accounts (or investments in funds) managed by BlackRock Entities. As a result of differing trading and investment strategies or constraints, positions taken by BlackRock Entity directors, officers, and employees may be the same as or

different from, or made contemporaneously or at different times than, positions taken for the Fund.

As these situations may involve potential conflicts of interest, BlackRock has adopted policies and procedures relating to personal securities transactions, insider trading and other ethical considerations. These policies and procedures are intended to identify and reduce actual conflicts of interest with clients and to resolve such conflicts appropriately if they do occur.

Potential Restrictions on the Investment Adviser's Activities on Behalf of the Fund. From time to time, the Investment Adviser may be restricted from purchasing or selling securities or taking other actions on behalf of the Fund because of regulatory and legal requirements applicable to BlackRock Entities, other Client Accounts and/or BlackRock's internal policies designed to comply with or limit the applicability of, or which otherwise relate to, such requirements. For example, the Investment Adviser may be required to conform to the BHC Act, which may prohibit the Fund or other Client Accounts from owning certain types of bank and bank-related investments. See "*—Other Conflicts— Certain Conflicts Potentially Arising Out of BlackRock's Relationship with PNC*" below. An investment fund not advised by BlackRock Entities may not be subject to the same considerations. There may be periods when the Investment Adviser (on behalf of the Fund) may not initiate or recommend certain types of transactions, may limit or delay purchases, may sell or redeem existing investments, forego transactions or other investment opportunities, restrict or limit the exercise of rights (including voting rights), or may otherwise restrict or limit their advice with respect to securities or instruments issued by or related to issuers for which BlackRock Entities are performing advisory or other services. Such policies may restrict the Fund's activities more than required by applicable regulations. For example, when BlackRock Entities are engaged to provide advisory or risk management services for an issuer, the Fund may be prohibited from or limited in purchasing or selling interests of that issuer, particularly in cases where BlackRock Entities have or may obtain material non-public information about the issuer. Similar prohibitions or limitations could also arise if: (i) BlackRock Entity personnel serve as directors or officers of issuers, the securities or other interests of which the Fund wishes to purchase or sell, (ii) a BlackRock Entity is provided with material, non-public information with respect to the issuer of the securities, (iii) the Investment Adviser on behalf of the Fund participates in a transaction (including a controlled acquisition of a U.S. public company) that results in the requirement to restrict all purchases, sales and voting of equity securities of such target issuer, or (iv) regulations, including portfolio affiliation rules or stock exchange rules, prohibit participation in offerings by an issuer when other Client Accounts have prior holdings of such issuer's securities or desire to participate in such a public offering, or where other Client Accounts have or may have short positions in such issuer's securities. However, where permitted by applicable law, and where consistent with the BlackRock Entities' policies and procedures, the BlackRock Entities may, but are not obligated to, seek to avoid such prohibitions or limitations (such as through the implementation of appropriate information barriers), and in such cases, the Investment Adviser on behalf of the Fund may purchase or sell securities or instruments that are issued by such issuers. In addition, certain activities and actions may also be considered to result in reputational risk or disadvantage for the management of the Fund and/or for the Investment Adviser and its affiliates, and the Investment Adviser may decline or limit an investment opportunity or dispose of an existing investment as a result.

In addition, in regulated industries and in certain markets, and in certain futures and derivative transactions, there may be limits on the aggregate amount of investment by affiliated investors that may not be exceeded without a regulatory filing, the grant of a license or other regulatory or corporate consent. For example, the U.S. Commodity Futures Trading Commission ("CFTC"), the U.S. commodities exchanges and certain non-U.S. exchanges have established limits referred to as "speculative position limits" or "position limits" on the maximum long or

short (or, for some commodities, the gross) positions which any person or group of persons may own, hold or control in certain futures or options on futures contracts, and such rules generally require aggregation of the positions owned, held or controlled by related entities. Any such limits may prevent the Fund from acquiring positions that might otherwise have been desirable or profitable. See “—*Conflicts between the Fund and Other Client Accounts — Allocation of Investment Opportunities*” above. Under certain circumstances, BlackRock may restrict a purchase or sale of securities, derivative instruments or other assets on behalf of Client Accounts in anticipation of a future conflict that may arise if such purchase or sale would be made. Any such determination will take into consideration the interests of the relevant Client Accounts, the circumstances that would give rise to the future conflict and applicable laws. Such determination will be made on a case by case basis.

Other Services and Activities of the BlackRock Entities. The BlackRock Entities (including the Investment Adviser) may provide financial, consulting and other services to, and receive compensation from, an entity which is the issuer of a security or other investment held by the Fund, counterparties to transactions with the Fund or third parties that also provide investment management or other services to the Fund. In addition, the BlackRock Entities (including the Investment Adviser) may purchase property (including securities) from, sell property (including securities) or lend funds to, or otherwise deal with any entity which is the issuer of a security held by the Fund, counterparties to transactions with the Fund or third parties that also provide investment management or other services to the Fund. In addition, it is possible that BlackRock Entities may receive certain transaction fees from issuers the securities of which the Fund invests in directly or indirectly in connection with structuring, negotiating or entering into such investment transactions, as well as ongoing advisory or monitoring fees. Fees may also be earned by, and expenses may be reimbursed to, BlackRock Entities or their personnel if such personnel serve as directors or officers of issuers the securities in which the Fund directly or indirectly invests. It is also likely that the Fund will have multiple business relationships with and will invest in, engage in transactions with, make voting decisions with respect to, or obtain services from entities for which BlackRock Entities perform or seek to perform certain financial services.

The BlackRock Entities may derive ancillary benefits from providing investment advisory, distribution, transfer agency, administrative and other services to the Fund, and providing such services to the Fund may enhance the BlackRock Entities’ relationships with various parties, facilitate additional business development, and enable the BlackRock Entities to obtain additional business and generate additional revenue.

Potential Restrictions and Issues Relating to Information Held by BlackRock. The Investment Adviser may not have access to information and personnel in other areas of BlackRock, including as a result of informational barriers constructed between different investment teams and groups within BlackRock focusing on alternative investments and otherwise. Therefore, the Investment Adviser may not be able to manage the Fund with the benefit of information held by one or more other investment teams and groups within BlackRock. However, although it is under no obligation to do so, if it is permitted to do so, the Investment Adviser may consult with personnel on other investment teams and in other groups within BlackRock, or with persons unaffiliated with BlackRock, or may form investment policy committees comprised of such personnel, and in certain circumstances, personnel of affiliates of the Investment Adviser may have input into, or make determinations regarding, portfolio management transactions for the Fund, and may receive information regarding the Investment Adviser’s proposed investment activities for the Fund that generally is not available to the public. There will be no obligation on the part of such persons to make available for use by the Fund any information or strategies known to them or developed in connection with their own client, proprietary or

other activities. In addition, BlackRock will be under no obligation to make available any research or analysis prior to its public dissemination.

The Investment Adviser makes decisions for the Fund based on the Fund's investment program. The Investment Adviser from time to time may have access to certain fundamental analysis, research and proprietary technical models developed by BlackRock Entities and their personnel. There will be no obligation on the part of the BlackRock Entities to make available for use by the Fund, or to effect transactions on behalf of the Fund on the basis of, any such information, strategies, analyses or models known to them or developed in connection with their own proprietary or other activities. In certain cases, such personnel will be prohibited from disclosing or using such information for their own benefit or for the benefit of any other person, including the Fund and other Client Accounts. In other cases, fundamental analyses, research and proprietary models developed internally may be used by various BlackRock Entities and their personnel on behalf of different Client Accounts, which could result in purchase or sale transactions in the same security at different times (and could potentially result in certain transactions being made by one portfolio manager on behalf of certain Client Accounts before similar transactions are made by a different portfolio manager on behalf of other Client Accounts), or could also result in different purchase and sale transactions being made with respect to the same security. The Investment Adviser may also effect transactions for the Fund that differ from fundamental analysis, research or proprietary models issued by the BlackRock Entities or by the Investment Adviser itself in various contexts. The foregoing transactions may negatively impact the Fund and its direct and indirect investments through market movements or by decreasing the pool of available securities or liquidity, which effects can be more pronounced in thinly traded securities and less liquid markets.

The BlackRock Entities and different investment teams and groups within the Investment Adviser have no obligation to seek information or to make available to or share with the Fund any third-party manager with which the Fund invests any information, research, investment strategies, opportunities or ideas known to BlackRock Entity personnel or developed or used in connection with other clients or activities. The BlackRock Entities and different investment teams and groups within the Investment Adviser may compete with the Fund or any third-party manager with which the Fund invests for appropriate investment opportunities on behalf of their other Client Accounts. The results of the investment activities of the Fund may differ materially from the results achieved by BlackRock Entities for other Client Accounts. BlackRock Entities may give advice and take action with respect to other Client Accounts that may compete or conflict with the advice the Investment Adviser may give to the Fund, including with respect to their view of the operations or activities of an investment, the return of an investment, the timing or nature of action relating to an investment or the method of exiting an investment.

BlackRock Entities may restrict transactions for themselves, but not for the Fund, or vice versa. BlackRock Entities and certain of their personnel, including the Investment Adviser's personnel or other BlackRock Entity personnel advising or otherwise providing services to the Fund, may be in possession of information not available to all BlackRock Entity personnel, and such personnel may act on the basis of such information in ways that have adverse effects on the Fund. The Fund could sustain losses during periods in which BlackRock Entities and other Client Accounts achieve significant profits.

Material, Non-Public Information. The Investment Adviser and its personnel may not trade for the Fund or other Client Accounts or for their own benefit or recommend trading in financial instruments of a company while they are in possession of material, non-public or price sensitive information ("*Inside Information*") concerning such company, or disclose such Inside Information to any person not entitled to receive it. The BlackRock Entities (including the

Investment Adviser) may have access to Inside Information. Accordingly, there may be certain cases where the Investment Adviser may be restricted from effecting purchases and/or sales of interests in securities or other financial instruments, or entering into certain transactions or exercising certain rights under such transactions on behalf of the Fund and/or the other Client Accounts. There can be no assurance that the Investment Adviser will not receive Inside Information and that such restrictions will not occur. At times, the Investment Adviser, in an effort to avoid restriction for the Fund or the other Client Accounts, may elect not to receive Inside Information, which may be relevant to the Fund's portfolio, that other market participants are eligible to receive or have received and could affect decisions that would have otherwise been made.

Transactions with Certain Investors. The Fund may enter into transactions with certain Investors, which may raise significant potential conflicts of interest. To the extent that the Fund enters into any such transaction, such transactions will be on terms, taken as a whole, that are fair and reasonable to the Fund, in the good faith determination of the Investment Adviser.

Placement Agent Activities. In connection with the provision of placement agent or distribution services for the Fund by one of BlackRock's broker-dealer affiliates, if applicable, neither the Fund nor the Investors will be charged, or otherwise bear, any placement fees in connection with subscriptions for Interests, although the Investment Adviser may compensate such affiliates from its own assets. The Investment Adviser may also compensate other placement agents and distributors (including affiliates and third parties) who provide referral or placement services. Such placement agents and distributors, including affiliates and their respective personnel, may receive greater compensation or greater profit in connection with placing Interests than with placing interests in another Client Account. Any differential in compensation may create a financial incentive on the part of such affiliate and its personnel to recommend the Fund over other Client Accounts or to effect transactions differently in the Fund as compared to other Client Accounts.

Other Conflicts

The Fund's Use of Investment Consultants and BlackRock's Relationship with Investment Consultants. Investors may work with pension or other institutional investment consultants (collectively, "*Investment Consultants*"). Investment Consultants provide a wide array of services to pension plans and other institutions, including assisting in the selection and monitoring of investment advisers such as the Investment Adviser. From time to time, Investment Consultants who recommend the Investment Adviser to, and provide oversight of the Investment Adviser for, Investors may also provide services to or purchase services from the BlackRock Entities. For example, the BlackRock Entities purchase certain index and performance-related databases and human resources-related information from Investment Consultants and their affiliates. The BlackRock Entities also utilize brokerage execution services of Investment Consultants or their affiliates, and BlackRock Entities personnel may attend conferences sponsored by Investment Consultants. Conversely, from time to time, the BlackRock Entities may be hired by Investment Consultants and their affiliates to provide investment management and/or risk management services, creating possible conflicts of interest.

Other Relationships with Clients and Market Participants. The BlackRock Entities have developed, and will in the future develop, relationships with a significant number of clients and other market participants, including those that may hold or may have held investments similar to the investments intended to be made by the Fund, that may themselves represent appropriate investment opportunities for the Fund, or that may compete with the Fund for investment opportunities. It is difficult to predict the circumstances under which these

relationships could become material conflicts for the Fund, but it is possible that as a result of such relationships (or agreements with other Client Accounts) the Investment Adviser may refrain from making all or a portion of any investment or a disposition on behalf of the Fund, which may materially adversely affect the performance of the Fund. See “*Conflicts between the Fund and Other Client Accounts —Activities of Other Client Accounts,*” above.

Legal Representation. The Fund, as well as the Investment Adviser and/or other BlackRock Entities, have engaged several counsel to represent them in connection with the organization of the Fund and the offer and sale of Interests, and not for any Investor or the Investors as a group. In connection with such representation, counsel has relied upon certain information furnished to them by the Investment Adviser and the BlackRock Entities, and has not investigated or verified the accuracy or completeness of such information. In connection with the offering and subsequent advice, such counsels’ engagement is limited to the specific matters as to which they are consulted and, therefore, there may exist facts or circumstances that could have a bearing on the Fund’s or BlackRock’s financial condition or operations with respect to which counsel has not been consulted and for which they expressly disclaim any responsibility. Counsel has not represented and will not be representing Investors. No independent counsel has been retained (or is expected to be retained) to represent Investors. No attorney-client relationship exists between any counsel and any Investor solely by such Investor making an investment in the Fund. As a result, Investors are urged to retain their own counsel.

Resolution of Conflicts. Any conflicts of interest that arise between the Fund or particular Investors, on the one hand, and other Client Accounts or BlackRock Entities or affiliates thereof, on the other hand, will be discussed and resolved on a case-by-case basis by business, legal and compliance officers of the Investment Adviser and its affiliates, as applicable. Any such discussions will take into consideration the interests of the relevant parties and the circumstances giving rise to the conflicts. Investors should be aware that conflicts will not necessarily be resolved in favor of the interests of the Fund or any affected Investor. There can be no assurance that any actual or potential conflicts of interest will not result in the Fund receiving less favorable investment or other terms with respect to investments, transactions or services than if such conflicts of interest did not exist.

Potential Impact on the Fund. It is difficult to predict the circumstances under which one or more of the foregoing conflicts could become material, but it is possible that such relationships could require the Fund to refrain from making all or a portion of any investment or a disposition in order for BlackRock to comply with its fiduciary duties, the Advisers Act or other applicable laws. The Investment Adviser may, under certain circumstances, seek to have conflicts or transactions involving conflicts approved in accordance with the governing agreements of the Fund.

The foregoing list of potential and actual conflicts of interest does not purport to be a complete enumeration of the conflicts attendant to an investment in the Fund. Additional conflicts may exist that are not presently known to the General Partner, the Investment Adviser, BlackRock or their respective affiliates or are deemed immaterial. In addition, as the investment program of the Fund develops and changes over time, an investment in the Fund may be subject to additional and different actual and potential conflicts of interest.